

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
July 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities and Exchange Act of 1934

Date of Report

(Date of earliest event reported):

July 25, 2012

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**WASHINGTON**  
(State or other jurisdiction  
of incorporation)

**0-29480**  
(Commission  
File Number)

**91-1857900**  
(IRS Employer  
Identification No.)

**201 Fifth Avenue S.W.**

**Olympia WA**  
(Address of principal executive offices)

**98501**  
(Zip Code)

**Registrant's telephone number, including area code: (360) 943-1500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On July 25, 2012, Heritage Financial Corporation ( Heritage ) issued its earnings release announcing its operating results for the second quarter ended June 30, 2012. A copy of the release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

**ITEM 8.01 OTHER EVENTS**

On July 25, 2012, Heritage Financial Corporation ( Heritage ) issued a press release announcing a quarterly cash dividend of \$0.08. The dividend will be paid on August 24, 2012, to shareholders of record at the close of business on August 10, 2012. A copy of the release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

99.1 Press Release dated July 25, 2012 announcing second quarter ended June 30, 2012 financial results and quarterly cash dividend.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERITAGE FINANCIAL CORPORATION

By: **/S/ BRIAN L. VANCE**  
**Brian L. Vance**

**President and Chief Executive Officer**

Dated: July 26, 2012