

HERITAGE FINANCIAL CORP /WA/

Form 8-K

February 14, 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):

February 14, 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

98501
(Zip Code)

executive offices)

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 7.01 REGULATION FD DISCLOSURE

President and Chief Executive Officer Brian L. Vance made a presentation to current and potential investors on February 14, 2012 at the Sterne Agee Financial Institutions Investor Conference in Orlando, Florida.

Attached as Exhibit 99.1 is a copy of the presentation materials that were provided at that meeting.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS*

(d) Exhibits

The following exhibit is being filed herewith:

99.1 Heritage Financial Corporation Presentation Materials

- * The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of Heritage Financial Corporation under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

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: February 14, 2012