

HERITAGE FINANCIAL CORP /WA/  
Form SC 13G/A  
February 04, 2013

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

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**Heritage Financial Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**42722X106**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 42722X106

Page 2 of 5 Pages

1. NAMES OF REPORTING PERSONS

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

47-0339250

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 828,080

OWNED BY 6. SHARED VOTING POWER

EACH

REPORTING 0  
7. SOLE DISPOSITIVE POWER

PERSON

WITH

828,080  
8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

828,080

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.48%

12. TYPE OF REPORTING PERSON\*

IC

CUSIP No. 42722X106

Page 3 of 5 Pages

**Item 1 (a). Name of Issuer:**

Heritage Financial Corporation

**Item 1 (b). Address of Issuer's Principal Executive Offices:**

201 Fifth Avenue S.W.

Olympia, WA 98501

**Item 2 (a). Name of Person Filing:**

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society

**Item 2 (b). Address of Principal Business Office:**

The address of the Reporting Person is:

1700 Farnam St.

Omaha, NE 68102

**Item 2 (c). Citizenship:**

Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society is a fraternal benefit society organized under the laws of the state of Nebraska.

**Item 2 (d). Title of Class of Securities**

Common Stock, no par value per share

**Item 2 (e). CUSIP Number:**

42722X106

**Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under Section 15 of the Act.
- (b) .. Bank as defined in Section 3(a)(6) of the Act.
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act.
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) .. An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) .. A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) .. Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: ..

**Item 4. Ownership**

As of the date of this filing, Woodmen of the World Life Insurance Society and/or Omaha Woodmen Life Insurance Society, a fraternal benefit society organized under the laws of the state of Nebraska (the Reporting Person ), is the beneficial owner of 828,080 shares (the Woodmen Shares ) of the common stock, no par value per share (the Common Stock ), of Heritage Financial Corporation (the Issuer ), which constitutes approximately 5.48% of the Issuer s outstanding shares of Common Stock, based upon 15,117,980 shares of Common Stock outstanding as of December 31, 2012, as reported in the Issuer s condensed statements of financial condition included in Exhibit 99.1 to the Issuer s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 31, 2013. The Reporting Person has sole power to vote and dispose of the Woodmen Shares.

**Item 5. Ownership of Five Percent or Less of Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following "":

**Item 6. Ownership of More Than 5 Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

13G

CUSIP No. 42722X106

Page 5 of 5 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2013

**Woodmen of the World Life Insurance Society and/or  
Omaha Woodmen Life Insurance Society**

By: /S/ Damian Howard  
Name: Damian Howard  
Title: Director, Equities Investment