

HERITAGE FINANCIAL CORP /WA/

Form 8-K

November 17, 2011

**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): November 16, 2011

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction

of incorporation)

**0-29480**  
(Commission

File Number)

**91-1857900**  
(IRS Employer

Identification No.)

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**201 Fifth Avenue S.W.**

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

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

**98501**  
(Zip Code)

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 8.01 OTHER EVENTS**

On November 16, 2011, Heritage Financial Corporation ( Heritage ) issued a press release announcing a one-time special cash dividend of \$0.25 per share. The dividend will be paid on December 9, 2011, to shareholders of record at the close of business on November 28, 2011. 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 November 16, 2011 announcing special 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: November 17, 2011