

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
September 21, 2010

**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):**

**September 21, 2010**

**HERITAGE FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**WASHINGTON**                      **0-29480**                      **91-1857900**  
**(State or other jurisdiction of**      **(Commission File Number)**      **IRS Employer Identification No.**  
**incorporation)**

**201 Fifth Avenue S.W.**

**Olympia WA**                      **98501**  
**(Address of principal**              **(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)

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- .. 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 September 21, 2010 at FIG Partners Sixth Annual CEO Forum in Atlanta, Georgia.

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

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**Brian L. Vance**

**President and Chief Executive Officer**

Dated: September 21, 2010