

HERITAGE FINANCIAL CORP /WA/
Form 8-K
October 24, 2008

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):

October 23, 2008

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.

201 Fifth Avenue S.W.

Olympia WA
(Address of principal

98501
(Zip Code)

executive officers)

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

ITEM 7.01 REGULATION FD DISCLOSURE

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition and Item 7.01 Regulation FD Disclosure .

On October 23, 2008 Heritage Financial Corporation issued a press release announcing its operating earnings for the third quarter of 2008. All information in the press release, appearing in Exhibit 99, is not filed but is furnished pursuant to Regulation FD.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements
not applicable

(b) Pro forma financial information
not applicable

(c) Shell company transactions
not applicable

(d) Exhibits:
The following exhibit is being filed herewith and this list shall constitute the exhibit index:

99 News Release issued by Heritage, dated October 23, 2008

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.

Dated: October 23, 2008

HERITAGE FINANCIAL CORPORATION

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

President and Chief Executive Officer