

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
May 18, 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 Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 14, 2010

**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 officers)

**98501**  
(Zip Code)

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 5, 2010, at the Annual Meeting of Shareholders ( Annual Meeting ) of Heritage Financial Corporation ( Company ), the Company s shareholders approved an amendment to Article 4, Section 4.1 of the Company s Articles of Incorporation to increase the number of authorized shares of common stock from 15,000,000 to 50,000,000. The amendment became effective at the close of business on May 14, 2010, the date on which the Articles of Amendment to the Company s Articles of Incorporation were filed with the Secretary of State of the State of Washington. A copy of the Articles of Amendment and the Amended and Restated Articles of Incorporation are filed as Exhibits 3.1(a) and 3.1(b), respectively, to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are being filed herewith and this list shall constitute the exhibit index:

- 3.1(a) Articles of Amendment to Articles of Incorporation
- 3.1(b) Amended and Restated Articles of Incorporation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: May 18, 2010

HERITAGE FINANCIAL CORPORATION

By: */s/* BRIAN L. VANCE  
**Brian L. Vance**  
**President and Chief Executive Officer**