

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
January 25, 2007

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

Washington, D.C. 20549

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**FORM 8-K**

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**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):

January 25, 2007

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**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**WASHINGTON**  
(State or other jurisdiction

**0-29480**  
(Commission File Number)

**91-1857900**  
IRS Employer

of incorporation)

Identification No.

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

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## Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 8-K

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))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS.**

On January 24, 2007, Heritage Financial Corporation Chairman Donald V. Rhodes announced the retirement of director James P. Senna. Mr. Senna has elected not to stand for re-election and will step down from the Board of Heritage Financial Corporation ( Heritage ) effective at Heritage s annual meeting on April 26, 2007. Mr. Senna s decision to step down from the Board of Heritage is not due to any disagreement with Heritage s Board or management. A copy of the news release is attached to this filing as Exhibit 99.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements

not applicable

(b) Pro forma financial information

not applicable

(c) Shell Company Transactions - none

(d) Exhibits:

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

99 News Release issued by Heritage, dated January 24, 2007

**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: January 25, 2007

HERITAGE FINANCIAL CORPORATION

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

**President and Chief Executive Officer**