





“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 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) – Compensatory Arrangements

(A) Deferred Compensation Plan Participation Agreement Addendum for Executives

Effective December 21, 2016, the Company modified the existing Participation Agreements, via addendum, to extend the period of participation for each of Jeffrey J. Deuel, Donald J. Hinson, Bryan McDonald and David A. Spurling (“Officers”) in the Heritage Financial Corporation Deferred Compensation Plan (“Plan”). The addendums extend the Participation Agreements through December 31, 2019 for each of the Officers.

The Participation Agreements provide for annual performance-based Company contributions to the Plans on behalf of the Officers and the terms and conditions of those contributions under the Plan.

In addition to the foregoing, the addendums also provide the Officer the right to elect to receive distributions in installments over a period of either 24 or 60 months. The Participation Agreement for Brian L. Vance, which already runs through December 31, 2019, was modified, via addendum, solely to provide for this additional distribution election.

The foregoing description of the addendums to the Participation Agreements does not purport to be complete and is qualified in its entirety by reference to the Participation Agreement Addendums, copies of which are attached hereto as Exhibits 10.1 – 10.5 and are incorporated herein by reference, the Participation Agreements, which were filed (i) with respect to Mr. Spurling, as a Form 8-K with the Securities and Exchange Commission on January 6, 2014, (ii) with respect to Mr. Vance, Mr. Deuel and Mr. Hinson, as a Form 8-K with the Securities and Exchange Commission on September 7, 2012, and (iii) with respect to Mr. McDonald as a Form 10-K with the Securities and Exchange Commission on March 10, 2015 and the full terms of the Plan, which was filed as Exhibit 10.4 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 7, 2012.

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ITEM 9.01 – Financial Statements and Exhibits.

(d) –Exhibits

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

- 10.1 Deferred Compensation Plan Participation Agreement Addendum for Brian L. Vance
  - 10.2 Deferred Compensation Plan Participation Agreement Addendum for Jeffrey J. Deuel
  - 10.3 Deferred Compensation Plan Participation Agreement Addendum for Donald J. Hinson
  - 10.4 Deferred Compensation Plan Participation Agreement Addendum for Bryan McDonald
  - 10.5 Deferred Compensation Plan Participation Agreement Addendum for David A. Spurling
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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

Date: December 22, 2016 By: /s/ Brian L. Vance  
Brian L. Vance  
President and Chief Executive Officer