

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets

Effective July 2, 2018, Heritage Financial Corporation, Olympia, Washington (“Heritage”), the parent company of Heritage Bank, completed its previously announced acquisition of Premier Commercial Bancorp (“Premier Commercial”), the parent company of Premier Community Bank, located in Hillsboro, Oregon. Pursuant to the Agreement and Plan of Merger dated March 8, 2018 (“the Merger Agreement”) by and between Heritage and Premier Commercial, Premier Commercial was merged with and into Heritage, with Heritage surviving the merger (the “Merger”), and Premier Community Bank was merged with and into Heritage Bank, with Heritage Bank surviving the merger. Heritage will issue 2,848,651 shares of its common stock in the transaction. As a result of the Merger, Premier Commercial shareholders will receive 0.4863 shares of Heritage common stock with cash to be paid in lieu of any fractional shares. Reference is made to the Merger Agreement, which was included as Exhibit 2.1 to the Current Report on Form 8-K filed by Heritage with the Securities and Exchange Commission on March 9, 2018, which is incorporated herein by reference.

Item 8.01. Other Events

On July 2, 2018, Heritage issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference announcing the completion of its acquisition of Premier Commercial.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

99.1 Press Release of Heritage Financial Corporation dated July 2, 2018.

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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: July 2, 2018 By: /s/ Brian L. Vance
Brian L. Vance
President and Chief Executive Officer