

HERITAGE FINANCIAL CORP /WA/  
Form 10-K/A  
August 31, 2009

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

Washington, D.C. 20549

**FORM 10-K/A**

**x Annual Report Pursuant To Section 13 or 15(d) Of The Securities Exchange Act Of 1934**  
**For the Fiscal Year Ended December 31, 2008**

or

**.. Transition Report Pursuant To Section 13 or 15(d) Of The Securities Exchange Act of 1934**  
**Commission File Number: 000-29480**

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction of  
incorporation or organization)

**91-1857900**  
(I.R.S. Employer  
Identification No.)

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201 Fifth Avenue SW, Olympia, Washington  
(Address of principal executive offices)

98501  
(Zip Code)

Registrant's telephone number, including area code: (360) 943-1500

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock	NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant was \$88,283,818 and was based upon the last sales price as quoted on the NASDAQ Stock Market for June 30, 2008.

The Registrant had 6,699,650 shares of common stock outstanding as of February 6, 2009.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive Proxy Statement expected to be dated February 27, 2009 for the 2009 Annual Meeting of Stockholders will be incorporated by reference into Part III of this Form 10-K.



**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A amends our Annual Report on Form 10-K for the year ended December 31, 2008, initially filed with the Securities and Exchange Commission on February 27, 2009 ( Original Form 10-K ), is being filed to correct the consent provided by the Company's independent registered public accounting firm and filed as Exhibit 23.0. The consent inadvertently did not include a reference to the Registration Statement on Form S-3 (File No. 333-156271) and has been corrected in this amendment. No other changes to the Original Form 10-K have been made.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 28th day of August 2009.

**HERITAGE FINANCIAL CORPORATION**

(Registrant)

By                    /s/ Brian L. Vance  
                         Brian L. Vance  
                         President and Chief Executive Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
23.0	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.0	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002