



ITEM 7.01 – REGULATION FD DISCLOSURE

President and Chief Executive Officer Brian L. Vance and other members of management will be providing an information update to potential investors on a one-on-one basis on February 1-2, 2017 at the FIG Partners 2017 West Coast CEO Forum in Los Angeles, California. Mr. Vance will also be participating on a panel of banking executives. Attached as Exhibit 99.1 is a copy of the presentation materials that were provided to investors.

ITEM 8.01 – OTHER EVENTS

The 2014 Omnibus Equity Plan and form of award agreements have been amended to conform with an accounting change effective January 1, 2017. The change addresses the withholding for taxes upon release of an award from the minimum statutory withholding to the maximum statutory tax rate for each applicable tax jurisdiction. Additionally, a Cash Incentive form of award agreement was approved by the Board of Directors.

Attached as Exhibit 99.2 is the first amendment to the 2014 Omnibus Equity Plan and Exhibits 99.3 through 99.8 detail the form of award agreements.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS\*

(d) Exhibits

The following exhibit is being filed herewith:

99.1 Heritage Financial Corporation Presentation Materials

99.2 First Amendment to the 2014 Omnibus Equity Plan

99.3 Restricted Stock Unit Form of Award Agreement

99.4 Restricted Stock Unit with Performance Vesting Form of Award Agreement

99.5 Incentive Stock Option Form of Award Agreement

99.6 Nonqualified Stock Option Form of Award Agreement

99.7 Restricted Stock Award Form of Award Agreement

99.8 Cash Incentive Form of Award Agreement

The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or \*otherwise subject to liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of Heritage Financial Corporation under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

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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

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

Dated: February 1, 2017