

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
August 05, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**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): July 30, 2010

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction  
of incorporation)

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

**91-1857900**  
IRS Employer  
Identification No.

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**201 Fifth Avenue S.W.**

**Olympia WA**  
(Address of principal executive office)

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

**98501**  
(Zip Code)

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))

**Item 1.01 Entry into a Material Definitive Agreement**

Effective July 30, 2010, Heritage Bank, a Washington state-chartered bank (the **Bank**) and wholly owned subsidiary of Heritage Financial Corporation, a Washington corporation (the **Company**), assumed all of the non-brokered deposits and acquired certain of the assets of Cowlitz Bank, a Washington state-chartered bank headquartered in Longview, Washington from the Federal Deposit Insurance Corporation ( **FDIC** ), as receiver for Cowlitz ( the **Acquisition** ). Cowlitz Bank was the wholly owned subsidiary of Cowlitz Bancorporation.

The Acquisition was made pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on July 30, 2010 (the **Purchase and Assumption Agreement**). The FDIC and the Bank entered into a modified whole bank loss-share transaction to acquire approximately \$280 million in assets and approximately \$350 million in deposits located in 9 branches in Oregon and Washington. The FDIC excluded non-performing loans, other real estate owned and most brokered deposits from the transaction. As a result, the Bank purchased only performing loans in the approximate amount of \$152 million. The acquired loans (other than consumer loans) are subject to 80% loss coverage by the FDIC. The Bank participated in a competitive bid process with the FDIC. The accepted bid included a 1% deposit premium (excluding brokered and market place deposits) and a negative bid of \$8.8 million on net assets acquired. The Bank received regulatory approval to exercise trust powers and will continue to operate the Trust Division of Cowlitz Bank.

The foregoing summary of the Purchase and Assumption Agreement is not complete and is qualified in its entirety by reference to the full text of the Purchase and Assumption Agreement and certain exhibits attached thereto, copies of which are attached hereto as Exhibit 2.1.

**Item 2.01 Completion of Acquisition or Disposition of Assets**

The information set forth under Item 1.01 **Entry into a Material Definitive Agreement** is incorporated by reference into this Item 2.01.

**Item 7.01 Regulation FD Disclosures**

On July 30, 2010, the Company issued a press release announcing the Acquisition. A copy of this press release is furnished as Exhibit 99.1 to this Current Report and incorporated by reference herein.

In accordance with General Instruction B.2. of Form 8-K, the press release shall not be deemed **filed** for purposes of Section 18 of the Securities Act of 1934, as amended (the **Exchange Act**), or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

***(a) Financial Statements of Business Acquired***

To the extent that financial statements are required by this Item, such financial statements will be filed in an amendment to this Current Report no later than October 15, 2010.

***(b) Pro Forma Financial Information***

To the extent that pro forma financial information is required by this Item, such information will be filed in an amendment to this Current Report no later than October 15, 2010.

***(d) Exhibits:***

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

- 2.1 Purchase and Assumption Agreement Modified Whole Bank All Non-Brokered Deposits, Among Federal Deposit Insurance Corporation, Receiver of Cowlitz Bank, Longview, Washington, Federal Deposit Insurance Corporation and Heritage Bank, Olympia, Washington dated as of July 30, 2010
  
- 99.1 News Release issued by Heritage, dated July 30, 2010

**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: August 5, 2010

HERITAGE FINANCIAL CORPORATION

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

**President and Chief Executive Officer**