

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
May 03, 2012

**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 Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 2, 2012

**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 offices)

**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 5.07 Submission of Matters to a Vote of Security Holders**

(a) The Annual Meeting of the Company was held on May 2, 2012.

(b) There were a total of 15,466,323 of the Company's common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 14,376,935 shares of common stock were represented in person or by proxy, therefore a quorum was present. The following proposals were submitted by the Board of Directors to a vote of shareholders:

Proposal 1. Election of Directors. The following individuals were elected as directors for a one year term:

|                       | FOR<br># of votes | WITHHELD<br># of votes | BROKER<br>NON-VOTES<br># of votes |
|-----------------------|-------------------|------------------------|-----------------------------------|
| Gary B. Christensen   | 12,990,325        | 111,146                | 1,275,464                         |
| John A. Clees         | 12,997,084        | 104,387                | 1,275,464                         |
| Kimberly T. Ellwanger | 12,978,484        | 122,987                | 1,275,464                         |
| Philip S. Weigand     | 12,871,871        | 229,600                | 1,275,464                         |

Based on the votes set forth above, Messrs. Christensen, Clees and Weigand and Ms. Ellwanger were duly elected to serve as directors of the Company for a one year term expiring at the annual meeting of shareholders in 2013 and until their respective successors have been duly elected and qualified.

The terms of Directors Brian S. Charneski, Peter N. Fluetsch, Daryl J. Jensen, Jeffrey S. Lyon, Donald V. Rhodes and Brian L. Vance continued.

Proposal 2. Advisory (Non-binding) approval of the compensation of the Company's named executive officers. This proposal received the following votes:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 12,820,193 | 111,299 | 169,979 | 1,275,464        |

Based on the votes set forth above, the compensation of the Company's named executive officers was approved by shareholders.

Proposal 3. Ratification of the appointment of Crowe Horwath LLP as the Company's independent auditors for the year ending December 31, 2012. This proposal received the following votes:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 14,325,326 | 17,795  | 33,814  |                  |

Based on the votes set forth above, the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012 was duly ratified by the shareholders.

(c) None.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: May 3, 2012

HERITAGE FINANCIAL CORPORATION

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

President and Chief Executive Officer