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- .. 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 7.01 REGULATION FD DISCLOSURE

President and Chief Executive Officer Brian L. Vance made a presentation to current and potential investors on September 21, 2010 at FIG Partners Sixth Annual CEO Forum in Atlanta, Georgia.

Attached as Exhibit 99.1 is a copy of the presentation materials that were provided at that meeting.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS*

(d) Exhibits

The following exhibit is being filed herewith:

99.1 Heritage Financial Corporation Presentation Materials

- * 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.

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: September 21, 2010