

HERITAGE FINANCIAL CORP /WA/

Form 3

May 09, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

McDonald Bryan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/01/2014

3. Issuer Name **and** Ticker or Trading Symbol

HERITAGE FINANCIAL CORP /WA/ [HFWA]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

PO BOX 1578

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Exe, VP and CLO of the Bank

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

OLYMPIA, WA 98043

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

9,365 ⁽¹⁾

D

A

Common Stock

9,015 ⁽¹⁾

I

401k

Common Stock

3,143 ⁽²⁾

D

A

Common Stock

6,221 ⁽³⁾

D

A

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option ⁽⁴⁾	05/01/2014 06/26/2018	Common Stock	5,286	\$ 8.26	D	Â
Stock option ⁽⁴⁾	05/01/2014 04/26/2017	Common Stock	1,262	\$ 15.12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Bryan PO BOX 1578 OLYMPIA, WA 98043	Â	Â	Â Exe, VP and CLO of the Bank	Â

Signatures

/s/Kaylene Lahn POA for Bryan
McDonald 05/09/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents shares of Heritage Financial Corporation ("Heritage") common stock received in exchange for shares of Washington Banking Company ("Washington Banking") common stock in connection with merger of Washington Banking into Heritage Financial Corporation
- (1) ("Heritage"), with each share of Washington Banking common stock converted into 0.89000 of a share of Heritage commons stock and \$2.75 in cash, pursuant to the terms of an Agreement and Plan of Merger dated October 23, 2013 between Heritage and Washington Banking ("Merger Agreement").
 - (2) Represents award of Heritage restricted stock which vest in equal installments over a four year period.
 - (3) Represents shares of Heritage common stock issued in settlement of Washington Banking restricted stock units effective as of the merger.
 - (4) Represents Washington Banking options that were converted into Heritage options, pursuant to the terms of the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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