

HERITAGE FINANCIAL CORP /WA/
Form 8-K
May 06, 2016

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):

May 4, 2016

HERITAGE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

WASHINGTON 0-29480 91-1857900
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

201 Fifth Avenue S.W. 98501
Olympia WA
(Address of principal executive offices) (Zip Code)

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

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 Heritage Financial Corporation (the “Company”) was held on May 4, 2016.

(b) There were a total of 29,981,883 of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 26,831,381 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 one year terms:

| | FOR | WITHHELD | BROKER NON-VOTES |
|-----------------------|------------|------------|---------------------|
| | # of votes | # of votes | # of votes |
| Rhoda L. Altom | 23,290,940 | 265,831 | 3,257,330 |
| David H. Brown | 23,285,148 | 271,623 | 3,257,330 |
| Brian S. Charneski | 23,274,953 | 281,818 | 3,257,330 |
| Gary B. Christensen | 23,270,818 | 285,953 | 3,257,330 |
| John A. Clees | 23,294,334 | 265,476 | 3,257,330 |
| Mark D. Crawford | 23,247,223 | 309,548 | 3,257,330 |
| Kimberly T. Ellwanger | 23,302,056 | 254,715 | 3,257,330 |
| Deborah J. Gavin | 23,305,623 | 251,673 | 3,257,330 |
| Jeffrey S. Lyon | 23,274,720 | 282,051 | 3,257,330 |
| Gragg E. Miller | 23,291,311 | 265,460 | 3,257,330 |
| Anthony B. Pickering | 23,297,379 | 259,392 | 3,257,330 |
| Robert T. Severns | 23,301,291 | 255,480 | 3,257,330 |
| Brian L. Vance | 23,272,743 | 284,028 | 3,257,330 |
| Ann Watson | 23,303,537 | 253,234 | 3,257,330 |

Based on the votes set forth above, the above named directors were duly elected to serve as directors of the Company for a one year term expiring at the annual meeting of shareholders in 2016 and until their respective successors have been duly elected and qualified.

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 |
|------------|-----------|---------|---------------------|
| 21,175,087 | 2,212,247 | 186,717 | 3,257,330 |

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, 2016. This proposal received the following votes:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|---------------------|
| 26,690,446 | 101,820 | 39,115 | - |

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, 2016 was duly ratified by the shareholders.

(c)None.

(d)Not applicable

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ITEM 7.01 – REGULATION FD DISCLOSURE*

President and Chief Executive Officer Brian L. Vance met with current and potential investors on May 5, 2016 at the Piper Jaffray Financial Institutions Conference in Orlando Florida.

Attached as Exhibit 99.1 is a copy of the presentation materials that were provided to investors.

ITEM 8.01 – OTHER EVENTS

Effective May 4, 2016, Mr. Brian S. Charneski was appointed Chairman of the Board of Directors of the Company and Heritage Bank. Former Chairman of the Board, Mr. Anthony B. Pickering, will continue on the Company's Board and this change is not the result, in whole or in part, of any disagreement with the Company or the Company's management. Mr. Pickering served his two-year term pursuant to the bylaw amendment related to the Company's merger with Washington Banking Company and Mr. Pickering will continue as the Chairman of the Nominating and Governance Committee.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS*

(d) Exhibits

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

99.1 Heritage Financial Corporation Presentation Materials

99.2 Press Release

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 duly 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

Date: May 6, 2016

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