

Section 1: 8-K (8-K)

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 (Dated of earliest event reported): May 4, 2020

HERITAGE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 000-29480

Washington (State or other jurisdiction of incorporation or organization)	91-1857900 (I.R.S. Employer Identification No.)
201 Fifth Avenue SW, Olympia WA (Address of principal executive offices)	98501 (Zip Code)
(360) 943-1500 (Registrant's telephone number, including area code)	
Not applicable (Former name or former address, if changed since last report)	

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))

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, no par value	HFVA	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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, 2020.
- (b) There were a total of 36,225,364 of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 31,323,770 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	AGAINST	ABSTAIN	BROKER NON-VOTES
	# of votes	# of votes	# of votes	# of votes
Brian S. Charneski	26,819,165	1,153,304	10,511	3,340,790
John A. Clees	27,522,400	444,482	16,098	3,340,790
Stephen A. Dennis	27,713,683	245,202	24,095	3,340,790
Jeffrey J. Deuel	27,663,297	299,926	19,757	3,340,790
Kimberly T. Ellwanger	27,315,333	661,039	6,608	3,340,790
Deborah J. Gavin	27,769,007	197,759	16,214	3,340,790
Jeffrey S. Lyon	26,969,808	993,391	19,781	3,340,790
Gragg E. Miller	27,803,164	160,035	19,781	3,340,790
Anthony B. Pickering	27,580,772	374,667	27,541	3,340,790
Brian L. Vance	27,487,388	478,955	16,637	3,340,790
Ann Watson	27,550,609	416,157	16,214	3,340,790

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 2021 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
27,342,615	544,543	95,821	3,340,790

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 LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020. This proposal received the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
31,069,392	245,957	8,421	-

Based on the votes set forth above, the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020 was duly ratified by the shareholders.

- (c) None.
(d) 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.

HERITAGE FINANCIAL CORPORATION

Date:

May 5, 2020

/S/ JEFFREY J. DEUEL

Jeffrey J. Deuel

President and Chief Executive Officer

(Duly Authorized Officer)

[\(Back To Top\)](#)