



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 4, 2014

Via E-mail

Kaylene M. Lahn  
Senior Vice President  
Heritage Financial Corporation  
201 Fifth Avenue SW  
Olympia, WA 98501

**Re: Heritage Financial Corporation  
Form 10-K for Year Ended December 31, 2012  
Filed March 6, 2013  
File No. 000-29480**

Dear Ms. Lahn:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Michael Clampitt

Michael Clampitt  
Senior Counsel

cc: Via E-mail  
John F. Breyer, Jr., Esq.