



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 4720

April 23, 2018

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

**Re: Heritage Financial Corporation
Registration Statement on Form S-4
Filed April 18, 2018
File No. 333-224326**

Dear Ms. Lahn:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Christopher Dunham, Staff Attorney, at (202) 551-3783 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti
Acting Assistant Director
Office of Financial Services

cc: John F. Breyer, Jr., Esq.