

HERITAGE FINANCIAL CORP /WA/
Form 8-K
May 02, 2019

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 2, 2019

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 1, 2019.

(b) There were a total of 36,879,557 of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 32,966,178 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	28,042,086	398,423	7,593	4,518,076
John A. Clees	28,181,234	252,764	14,104	4,518,076
Stephen A. Dennis	28,247,843	132,499	67,760	4,518,076
Kimberly T. Ellwanger	27,961,047	481,556	5,499	4,518,076
Deborah J. Gavin	28,305,497	133,475	9,130	4,518,076
Jeffrey S. Lyon	28,018,908	415,218	13,976	4,518,076
Gragg E. Miller	28,315,600	125,119	7,383	4,518,076
Anthony B. Pickering	28,169,367	256,987	21,748	4,518,076
Brian L. Vance	28,223,974	217,277	6,851	4,518,076
Ann Watson	28,056,067	386,430	5,605	4,518,076

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 2020 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
27,952,442	320,789	174,870	4,518,076

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 registered public accounting firm for the year ending December 31, 2019. This proposal received the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
32,912,467	34,563	19,148	-

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, 2019 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

By: /S/ BRIAN L. VANCE
Brian L. Vance
Chief Executive Officer

Date: May 2, 2019