

HERITAGE FINANCIAL CORP /WA/  
Form SC 13G  
February 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)\*

Heritage Financial Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

42722X106

(Cusip Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

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1. NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
Investment Counselors of Maryland, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
5. SOLE VOTING POWER  
NUMBER OF SHARES  
654,770

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BENEFICIALLY

6. SHARED VOTING POWER  
OWNED BY EACH  
511,509  
REPORTING

7. SOLE DISPOSITIVE POWER  
PERSON  
1,166,279  
WITH

8. SHARED DISPOSITIVE POWER  
--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
1,166,279

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.85%

12. TYPE OF REPORTING PERSON\*  
IA

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Item 1(a) Name of Issuer:  
Heritage Financial Corporation

(b) Address of Issuer's Principal Executive Offices  
201 Fifth Avenue SW  
Olympia, WA 98501

Item 2(a) Name of Person Filing:  
Investment Counselors of Maryland, LLC

(b) Address of Principal Business Office or, if none,  
Residence:

300 East Lombard Street, Suite 810  
Baltimore, Maryland 21202

(c) Citizenship:

Delaware

(d) Title of Class of Securities:

Common Stock

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(e) CUSIP Number:

42722X106

Item 3: Capacity in Which Person is Filing:

Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 4: Ownership:

As of December 31, 2014:

- (a) Amount Beneficially Owned:  
1,166,279
- (b) Percent of class:  
3.85%
- (c) Number of shares to which such person has:
  - (i) Sole power to vote or to direct the vote:  
654,770
  - (ii) Shared power to vote or to direct the vote:  
511,509
  - (iii) Sole power to dispose or to direct the disposition of:  
1,166,279
  - (iv) Shared power to dispose or to direct the disposition  
of:

Item 5: Ownership of Five Percent of Less of Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

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Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8: Identification and Classification of Members of the Group:

Not applicable

Item 9: Notice of Dissolution of Group:

Not applicable

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Item 10: Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Investment Counselors of Maryland, LLC  
By: /s/ Gary Merwitz

Gary Merwitz  
Principal

Date: 2/11/15