

WASHINGTON FEDERAL INC

Form 8-K

October 28, 2014

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 Exchange Act of 1934

Date of Report (Date of earliest event reported): October 22, 2014

Washington Federal, Inc.

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction
of incorporation)

001-34654

(Commission
File Number)

91-1661606

(IRS Employer
Identification No.)

425 Pike Street, Seattle, Washington 98101

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code (206) 624-7930

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 (see General Instruction A.2. below):

- ☐ 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))
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Item 2.02 Results of Operations and Financial Condition

On October 22, 2014, the Company announced by press release its earnings for the quarter ended September 30, 2014. A copy of the press release is attached to this filing as Exhibit 99.1. A copy of the September 30, 2014 Fact Sheet, which presents certain detailed financial information about the Company, is attached as Exhibit 99.2. This information is being furnished under Item 2.02 (Results of Operations and Financial Condition) of Form 8-K.

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

(a) On October 27, 2014, our Board of Directors updated our Code of Ethics for Directors and Employees and Senior Financial Officers to make the following changes: 1) add clarity and detail to the obligations of our directors and employees with respect to honest and ethical conduct; and 2) ensure that our Code of Ethics encompassed the core values of our Company which were updated in 2013.

None of the changes constituted or affected a waiver of any provision of the Code of Ethics applicable to our principal executive officer, principal financial officer or principal accounting officer. The Code of Ethics is publicly available on our website at www.washingtonfederal.com.

Item 7.01 Regulation FD Disclosure

A copy of the September 30, 2014 Fact Sheet, which presents certain detailed financial information about the Company is attached as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) The following exhibits are being furnished herewith:

99.1 Press release dated October 22, 2014

99.2 Fact Sheet as of September 30, 2014

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 thereunto duly authorized.

Date: October 27, 2014

WASHINGTON FEDERAL, INC.

By: /s/ DIANE L. KELLEHER
Diane L. Kelleher
Senior Vice President
and Chief Financial Officer