

WASHINGTON FEDERAL INC
Form DEFA14A
January 07, 2015

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-11(c) or 240.14a-12

Washington Federal, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Washington Federal, Inc.
Amendment to Proxy Statement

This Amendment No. 1 to the definitive proxy statement on schedule 14A (the "Proxy Statement") of Washington Federal, Inc. (the "Company") filed with the U.S. Securities and Exchange Commission on December 12, 2014, amends only the Security Ownership of Certain Beneficial Owners and Management table as set forth below, to include BlackRock, Inc. and its subsidiaries as a holder known to the Company to be the beneficial owner of 5% or more of our issued and outstanding common stock as of October 1, 2014. BlackRock, Inc. was inadvertently omitted from this table in the original filing. Except for the correction to the table below and the date of the Forms 13F relied upon by the Company found in footnote (1) to the table, there are no other changes to the definitive proxy statement dated December 12, 2014.

The Security Ownership of Certain Beneficial Owners and Management table, which was originally set forth on page 6 of the Proxy Statement, is amended to read in its entirety as follows:

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of October 1, 2014 with respect to: any person or entity known by Washington Federal to be the beneficial owner of 5% or more of the issued and outstanding Common Stock.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | | Percentage Ownership | |
|--|---|-----|----------------------|---|
| Fidelity Management & Research 82 Devonshire Street Boston, Massachusetts | 9,820,942 | (1) | 10.02 | % |
| Blackrock, Inc. and Subsidiaries 400 Howard Street San Francisco, California | 8,141,981 | (1) | 8.30 | % |
| Sprucegrove Investment Management 181 University Avenue Toronto, Ontario, Canada | 7,146,605 | (1) | 7.29 | |
| Vanguard Group, Inc. 100 Vanguard Boulevard Valley Forge, Pennsylvania | 6,325,967 | (1) | 6.45 | |
| Dimensional Fund Advisors 400 Howard Street San Francisco, California | 6,309,189 | (1) | 6.44 | |
| State Street Global Advisors 1 Lincoln St Boston, Massachusetts | 5,534,476 | (1) | 5.65 | |

1. As disclosed on Forms 13F filed with the SEC for the quarter ended 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: January 7, 2015

WASHINGTON FEDERAL, INC.

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