

HERITAGE COMMERCE CORP  
Form 3  
September 02, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â WYCOFF W KIRK                           |         | (Month/Day/Year)                     | HERITAGE COMMERCE CORP [HTBK]  |  |
| (Last)                                    | (First) | (Middle)                             | 08/26/2010   |  |
| 150 ALMADEN BLVD.                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN JOSE,Â CAÂ 95113                      |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  |  |  |  |
|   |   | Title  | Amount or Number of Shares                             |  |  |

|                          |       |       |   |           |         |   |                    |
|--------------------------|-------|-------|---|-----------|---------|---|--------------------|
| Series B Preferred Stock | Â (1) | Â (2) | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock | 2,595,000 | \$ 3.75 | I | by Partnership (3) |
| Series C Preferred Stock | Â (4) | Â (5) | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock | 2,145,000 | \$ 3.75 | I | by Partnership (6) |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WYCOFF W KIRK<br>150 ALMADEN BLVD.<br>SAN JOSE, CA 95113 | Â X           | Â         | Â       | Â     |

## Signatures

By: Debbie Reuter as Attorney in Fact For: W. Kirk  
Wycoff

09/02/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series B Preferred Stock is automatically convertible upon receipt shareholder approval of the conversion. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(2) The Series B Preferred Stock is automatically convertible upon receipt shareholder approval of the conversion. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(3) 2,213,000 of the securities are held by Patriot Financial Partners, L.P. (the "Patriot Fund"), and 382,000 shares of the securities are held by Patriot Financial Partners Parallel, L.P. (the "Patriot Parallel Fund," together with the Patriot Fund, the "Funds"). Patriot Financial Partners, GP, L.P. ("Patriot GP") is a general partner of each of the Funds, and Patriot Financial Partners, GP, LLC ("Patriot LLC") is a general partner of Patriot GP. In addition, W. Kirk Wycoff is a general partner of the Funds and Patriot GP and a member of Patriot LLC. Accordingly, securities owned by the Funds may be regarded as being beneficially owned by Patriot GP, Patriot LLC and W. Kirk Wycoff. Mr. Wycoff disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for the purposes of Section 16.

(4) The Series C Preferred Stock is automatically convertible following (i) the receipt of shareholder approval of the conversion and, thereafter (ii) the subsequent transfer of the Series C Preferred stock to a transferee not affiliated with the holder in a widely dispersed offering. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(5) The Series C Preferred Stock is automatically convertible following (i) the receipt of shareholder approval of the conversion and, thereafter (ii) the subsequent transfer of the Series C Preferred stock to a transferee not affiliated with the holder in a widely dispersed offering. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(6) 1,829,000 of the securities are held by Patriot Financial Partners, L.P. (the "Patriot Fund"), and 316,000 shares of the securities are held by Patriot Financial Partners Parallel, L.P. (the "Patriot Parallel Fund," together with the Patriot Fund, the "Funds"). Patriot Financial Partners, GP, L.P. ("Patriot GP") is a general partner of each of the Funds, and Patriot Financial Partners, GP, LLC ("Patriot LLC") is a general partner of Patriot GP. In addition, W. Kirk Wycoff is a general partner of the Funds and Patriot GP and a member of Patriot LLC. Accordingly, securities owned by the Funds may be regarded as being beneficially owned by Patriot GP, Patriot LLC and W. Kirk

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Wycoff. Mr. Wycoff disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for the purposes of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.