

HERITAGE COMMERCE CORP
Form 4
April 30, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WYCOFF W KIRK

(Last) (First) (Middle)

PATRIOT FINANCIAL PARTNERS, LP, 2929 ARCH STREET, 27TH FLOOR

(Street)

PHILADELPHIA, PA 19104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERITAGE COMMERCE CORP [HTBK]

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common	04/28/2015		A	(A) or (D) Code V Amount Price A 1,768 \$ 0	1,768	I	Indirect by Partnership
Common					2,595,000	I	Indirect by Partnership <u>(1)</u>

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Right Offering - NSO	\$ 3.75					08/26/2010 ⁽³⁾ 08/26/2020	Series C Preferred Stock	0
Standard Employee Option - NSO	\$ 5.16					06/16/2011 06/16/2021	Common	0
Standard Employee Option - NSO	\$ 6.39					05/01/2012 05/01/2022	Common	0
Standard Employee Option - NSO	\$ 6.57					04/30/2013 04/30/2023	Common	0
Standard Employee Option - NSO	\$ 8.07					02/27/2014 02/27/2024	Common	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WYCOFF W KIRK
PATRIOT FINANCIAL PARTNERS, LP
2929 ARCH STREET, 27TH FLOOR
PHILADELPHIA, PA 19104

Signatures

Debbie Reuter as Attorney in fact for W.
Wycoff

04/30/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

2,213,000 of the securities are held by Patriot Financial Partners, L.P. (the "Patriot Fund"), and 382,000 shares of the 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

(1) 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.

(2) Restricted stock vests 25% each year on an annualized basis.

(3) The Series C Preferred Stock is automatically convertible following the subsequent transfer of the Series C Preferred stock to a transferee not affiliated with the holder in a widely dispersed offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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