

HERITAGE COMMERCE CORP
Form 8-K
April 09, 2018

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): **April 6, 2018**

HERITAGE COMMERCE CORP

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

000-23877
(Commission File Number)

77-0469558
(IRS Employer Identification No.)

150 Almaden Boulevard, San Jose, CA
(Address of principal executive offices)

95113
(Zip Code)

Registrant's telephone number, including area code: **(408) 947-6900**

Not Applicable

(Former name or former address, if changed since last report.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 8.01 Other Events.

On April 6, 2018, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of December 20, 2017 (the Merger Agreement), by and among Heritage Commerce Corp, a California corporation (Heritage), Heritage Bank of Commerce, a California chartered bank and wholly owned subsidiary of Heritage (HBC), and Tri-Valley Bank, a California chartered bank (Tri-Valley), Tri-Valley merged with and into HBC with HBC continuing as the surviving bank (the Merger).

Pursuant to the terms of the Merger Agreement, upon completion of the Merger, each outstanding Tri-Valley common share, no par value per share (Tri-Valley Common Share), was converted into the right to receive 0.0489 of a share of Heritage common stock, no par value per share (Heritage Common Stock). Holders of Tri-Valley stock options and an outstanding warrant were cashed out in accordance with the terms of the Merger Agreement.

As a result of the Merger, Heritage will deliver approximately 1.9 million shares of Heritage Common Stock to the former holders of Tri-Valley Common Stock. Former holders of Tri-Valley Common Stock, as a group, have the right to receive shares of Heritage Common Stock in the Merger constituting approximately 4.7% of the outstanding shares of Heritage Common Stock immediately after the Merger.

On April 9, 2018 Heritage issued a press release announcing the completion of the Merger. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------------------------------|
| 99.1 | Press Release, dated April 9, 2018. |

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--|
| 99.1 | <u>Press Release, dated April 9, 2018.</u> |

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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.

HERITAGE COMMERCE CORP

DATED: April 9, 2018

By: /s/ Lawrence D. McGovern
Lawrence D. McGovern
Executive Vice President and Chief Financial
Officer