

LYNCH JAMES J  
Form 3  
September 21, 2016

**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 PATRIOT FINANCIAL PARTNERS GP, LP       |         | (Month/Day/Year)                     | HERITAGE COMMERCE CORP [HTBK]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 2929 ARCH STREET,Â 27TH FLOOR             |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| PHILADELPHIA,Â PAÂ 19104                  |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |

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

| 1. Title of Security (Instr. 4)    | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|---|
| Common Stock <u>(1)</u> <u>(2)</u> | 3,784,351   | I <u>(3)</u>   | See footnotes 1 and 3                                 |
| Common Stock <u>(1)</u> <u>(2)</u> | 652,853   | I <u>(4)</u>   | See footnotes 1 and 4                                 |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PATRIOT FINANCIAL PARTNERS GP, LP<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104         | ^             | ^ X       | ^       | ^     |
| PATRIOT FINANCIAL PARTNERS LP<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104             | ^             | ^ X       | ^       | ^     |
| PATRIOT FINANCIAL PARTNERS PARALLEL, L.P.<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104 | ^             | ^ X       | ^       | ^     |
| PATRIOT FINANCIAL PARTNERS GP, LLC<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104        | ^             | ^ X       | ^       | ^     |
| WYCOFF W KIRK<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104                             | ^             | ^ X       | ^       | ^     |
| LUBERT IRA M<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104                              | ^             | ^ X       | ^       | ^     |
| LYNCH JAMES J<br>2929 ARCH STREET<br>27TH FLOOR<br>PHILADELPHIA, PA 19104                             | ^             | ^ X       | ^       | ^     |

## Signatures

Patriot Financial Partners, GP, L.P. By: /s/ W. Kirk Wycoff, a member of Patriot Financial Partners, GP, LLC, the general partner of Patriot Financial Partners, GP, L.P.

09/21/2016

\*\*Signature of Reporting Person

Date

Patriot Financial Partners, L.P. By: /s/ W. Kirk Wycoff, a member of Patriot Financial Partners, GP, LLC, the general partner of Patriot Financial Partners, GP, L.P., the general partner of

09/21/2016

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Patriot Financial Partners, L.P.

Signature of Reporting Person

Date

Patriot Financial Partners Parallel, L.P. By: /s/ W. Kirk Wycoff, a member of Patriot Financial Partners, GP, LLC, the general partner of Patriot Financial Partners, GP, L.P., the general partner of Patriot Financial Partners Parallel, L.P.

09/21/2016

Signature of Reporting Person

Date

Patriot Financial Partners, GP, LLC By: /s/ W. Kirk Wycoff, a member of Patriot Financial Partners, GP, LLC, the general partner of Patriot Financial Partners, GP, L.P.

09/21/2016

Signature of Reporting Person

Date

/s/ W. Kirk Wycoff

09/21/2016

Signature of Reporting Person

Date

/s/ Ira M. Lubert

09/21/2016

Signature of Reporting Person

Date

/s/ James J. Lynch

09/21/2016

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).

This Form 3 is filed jointly by Patriot Financial Partners, GP, L.P. ("Patriot GP"), Patriot Financial Partners, L.P. (the "Patriot Fund"), Patriot Financial Partners Parallel, L.P. (the "Patriot Parallel Fund," and together with the Patriot Fund, the "Funds"), Patriot Financial Partners, GP, LLC ("Patriot LLC"), W. Kirk Wycoff, Ira M. Lubert and James J. Lynch (collectively, the "Reporting Persons"). Patriot

(1) GP is a general partner of each of the Funds and Patriot LLC is a general partner of Patriot GP. In addition, each of W. Kirk Wycoff, Ira M. Lubert and James J. Lynch are general partners of the Funds and Patriot GP and members of Patriot LLC. Accordingly, the Common Stock owned by the Funds may be regarded as being beneficially owned by Patriot GP, Patriot LLC and each of W. Kirk Wycoff, Ira M. Lubert and James J. Lynch.

(2) This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or, for purposes of Section 16 of the Exchange Act or otherwise (other than to the extent a Reporting Person directly holds Common Stock reported herein) and Mr. Wycoff, Mr. Lubert and Mr. Lynch each disclaim beneficial ownership of the Common Stock owned by the Funds, except to the extent of their respective pecuniary interest therein.

(3) Shares of Common Stock owned directly by the Patriot Fund. Patriot GP is a general partner of the Patriot Fund.

(4) Shares of Common Stock owned directly by the Patriot Parallel Fund. Patriot GP is a general partner of the Patriot Parallel Fund.

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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