

HERITAGE COMMERCE CORP
Form 4
August 31, 2016

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2016

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

PHILADELPHIA, PA 19104

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/30/2016		S	D	\$ 85,270 (1)	11.5542 (2)	2,046,162 I (3)	Indirect By Partnership (3)
Common Stock	08/30/2016		S	D	\$ 14,730 (4)	11.5542 (2)	352,540 I (3)	Indirect By Partnership (3)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series C Preferred Stock	\$ 3.75					08/26/2010 ⁽⁵⁾	08/26/2020	Heritage Commerce Corp - Common Stock	2,145,000
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock	4,000
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock	4,000
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock	4,000
Standard Employee Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCOFF W KIRK PATRIOT FINANCIAL PARTNERS, LP 2929 ARCH STREET, 27TH FLOOR		X		

PHILADELPHIA, PA 19104

Signatures

Debbie Reuter as Attorney in fact for Kirk
Wycoff

08/31/2016

__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).

(1) Transaction of Patriot Financial Partners, L.P.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.5000 to \$11.8500, inclusive. The reporting person undertakes to provide to Heritage Commerce Corp, any security holder of Heritage Commerce Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

The securities are held by Patriot Financial Partners, L.P. (the "Patriot Fund") and 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) Transaction of Patriot Financial Partners Parallel, L.P.

(5) 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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