HERITAGE COMMERCE CORP Form 8-K December 17, 2008

## **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): December 11, 2008

## 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)

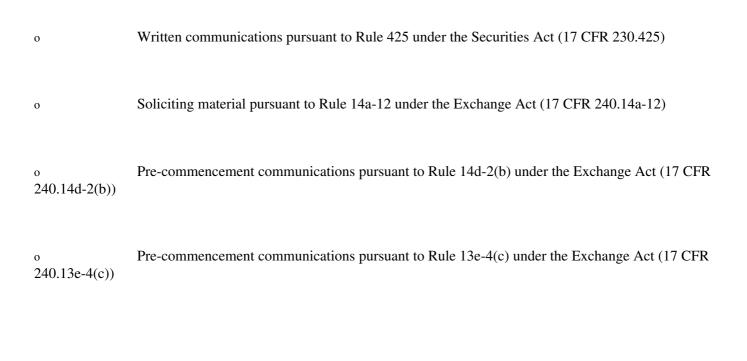
**95113** (Zip Code)

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

Not Applicable

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

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):



Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.			
Mr. Mayer s employment agre which time Mr. Mayer s emplo	ement. The modification provides that the	tage Commerce Corp) and James Mayer signed a modification to e employment agreement shall remain in effect until May 1, 2009 at Mr. Mayer will receive the severance amount set forth in his original nts of \$16,666 per month.	
A copy of the Modification is a	attached to this report as Exhibit 10.1 and	incorporated herein by reference.	
Item 9.01. Financial	Statements and Exhibits.		
(D) Exhibits			
10.1 Modification to Emp	loyment Agreement of James Mayer dated	i December 11, 2008.	
SIGNATURES			
Pursuant to the requirements of undersigned thereunto duly aut		Registrant has duly caused this report to be signed on its behalf by the	
	HERITAGE C	COMMERCE CORP	
DATED: December 17, 2008	By:	/s/ Lawrence D. McGovern	

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Lawrence D. McGovern Executive Vice President and Chief Financial Officer

#### **Exhibit Index**

Exhibit	Description
10.1	Modification of Employment Agreement of James Mayer dated December 11, 2008