

HERITAGE COMMERCE CORP  
Form 4  
September 14, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/12/2016

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

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

(Street)

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

PHILADELPHIA, PA 19104

(City) (State) (Zip)

**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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/12/2016		A		1,829,000 (1)	A	\$ 3.75	3,784,351	I	Indirect By Partnership (2)
Common Stock	09/12/2016		A		316,000 (3)	A	\$ 3.75	652,853	I	Indirect By Partnership (2)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series C Preferred Stock	\$ 3.75	09/12/2016		D	2,145,000	08/26/2010 <sup>(4)</sup>	08/26/2020	Heritage Commerce Corp - Common Stock
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock
Standard Employee Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common Stock

## 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	X			

## Signatures

Debbie Reuter as Attorney in fact for Kirk  
Wycoff

09/14/2016

\_\_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) The shares of common stock acquired by Patriot Financial Partners, L.P. were acquired in exchange for shares of Series C Preferred Stock of the Issuer, using an exchange ratio equivalent to the conversion ratio of such Series C Preferred Stock.  

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
  - (2) 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.
  - (3) The shares of common stock acquired by Patriot Financial Partners Parallel, L.P. were acquired in exchange for shares of Series C Preferred Stock of the Issuer, using an exchange ratio equivalent to the conversion ratio of such Series C Preferred Stock.
  - (4) The Series C Preferred Stock was 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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