

HERITAGE COMMERCE CORP  
Form 8-K  
February 27, 2009

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): February 27, 2009

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, California  
(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):

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))



ITEM 7.01 REGULATION FD DISCLOSURE.

Heritage Commerce Corp (the “Company”) is presenting a slide show on Tuesday, March 3, 2009. The presentation will be at the Sandler O’Neill & Partners 2009 West Coast Financial Services Conference at the Ritz Carlton in San Francisco, CA at 3:00 PM Pacific Time. The Conference begins on the evening of March 2nd and concludes on March 4th. The Conference, including the Company’s presentation will available in its entirety, both live and via a 60-day replay at [www.sandleroneill.com](http://www.sandleroneill.com). A copy of the information in the slide show is included as Exhibit 99.2. This Form 8-K and the information included as exhibits shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended (“Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Registrant or any of its affiliates. The information in the materials is presented as of December 31, 2008, and the Company does not assume any obligations to update such information in the future.

A copy of the press release announcing the Company’s participation in the Conference is attached as Exhibit 99.1.

SAFE HARBOR STATEMENT

Statements contained in the slide show presentation that state expectations or predictions about the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act and the Exchange Act. The Registrant’s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include “Risk-Factors” and the other factors appearing in the documents that the Registrant has filed with the Securities and Exchange Commission.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(D) Exhibits.

99.1 Press Release, dated February 27, 2009, entitled "Heritage Commerce Corp to Present at the Sandler O' Neill Conference"

99.2 The exhibit list required by this item is incorporated by reference to the exhibit index filed as part of this report.

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.

Date: February 27, 2009

Heritage Commerce Corp

By: /s/ Lawrence D. McGovern

Name: Lawrence D. McGovern

Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated February 27, 2009, entitled "Heritage Commerce Corp to Present at the Sandler O'Neill Conference"
99.2	The exhibit list required by this item is incorporated by reference to the exhibit index filed as part of this report.