

HERITAGE COMMERCE CORP  
Form 8-K  
May 24, 2013

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): May 23, 2013

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):

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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On May 23, 2013, Heritage Commerce Corp (the "Company"), held its Annual Meeting of Shareholders (the "Shareholders Meeting"). There were 26,333,368 shares of common stock entitled to vote at the meeting and a total of 24,243,861 shares (92.07%) were represented at the meeting. At the Shareholders Meeting, the shareholders voted on the following proposals as described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 17, 2013. The proposals voted on and approved by the shareholders at the Shareholders Meeting were as follows:

## Proposal 1: Election of Directors

The election of twelve directors, named in the Proxy Statement, to serve as members of the Company's Board of Directors until the next annual meeting of shareholders. The results are set forth below:

Name	For	Withheld	Broker Non-Votes
Frank G. Bisceglia	19,676,892	149,889	4,417,080
Jack W. Conner	19,692,863	133,918	4,417,080
John M. Eggemeyer	19,698,063	128,718	4,417,080
Celeste V. Ford	19,580,769	246,012	4,417,080
Steven L. Hallgrimson	19,697,369	129,412	4,417,080
Walter T. Kaczmarek	19,696,084	130,697	4,417,080
Robert T. Moles	19,685,410	141,371	4,417,080
Humphrey P. Polanen	19,557,595	269,186	4,417,080
Laura Roden	19,696,769	130,012	4,417,080
Charles J. Toeniskoetter	19,562,437	264,344	4,417,080
Ranson W. Webster	19,685,064	141,717	4,417,080
W. Kirk Wycoff	19,638,566	188,215	4,417,080

## Proposal 2: Approval of the 2013 Equity Incentive Plan

Approval of the Company's 2013 Equity Incentive Plan. The results are set forth below:

For	Against	Abstentions	Broker Non-Votes
19,513,500	269,011	44,270	4,417,080

## Proposal 3: Ratification of Independent Registered Public Accounting Firm

The ratification of the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. The results are set forth below:

For	Against	Abstentions	Broker Non-Votes
24,168,040	57,588	18,233	0

## ITEM 7.01 REGULATION FD DISCLOSURE.

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Walter T. Kaczmarek, President and Chief Executive Officer of Heritage Commerce Corp, made a presentation to shareholders at the Annual Meeting of Shareholders on May 23, 2013. A copy of the information in the slide presentation is included as Exhibit 99.1. 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, 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.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(D) Exhibits.

99.1 Slide presentation to shareholders presented at the Annual Meeting of Shareholders on May 23, 2013, by the registrant's President and Chief Executive Officer.

### 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: May 23, 2013

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
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