

EGGEMEYER JOHN M III
 Form 3
 September 02, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â EGGEMEYER JOHN M III | | (Month/Day/Year) | HERITAGE COMMERCE CORP [HTBK] | |
| (Last) | (First) | (Middle) | 08/26/2010 | |
| 150 ALMADEN BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN JOSE,Â CAÂ 95113 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|--------------------------|-------|-------|---|-----------|---------|---|--------------------|
| Series B Preferred Stock | Â (1) | Â (2) | Heritage Commerce Corp - Common Stock | 1,284,000 | \$ 3.75 | I | by Partnership (3) |
| Series C Preferred Stock | Â (4) | Â (5) | Heritage Commerce Corp - Common Stock | 3,456,000 | \$ 3.75 | I | by Partnership (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EGGEMEYER JOHN M III 150 ALMADEN BLVD. SAN JOSE, CA 95113 | Â X | Â | Â | Â |

Signatures

By: Debbie Reuter as Attorney in Fact For: John M.
Eggemeyer III

09/02/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series B Preferred Stock is automatically convertible upon receipt shareholder approval of the conversion. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(2) The Series B Preferred Stock is automatically convertible upon receipt shareholder approval of the conversion. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(3) The securities are held by Castle Creek Capital Partners IV, LP ("Fund IV"). Castle Creek Capital IV LLC is the sole general partner of Fund IV. Accordingly, securities owned by Fund IV may be regarded as being beneficially owned by Castle Creek Capital IV LLC. John M. Eggemeyer is a Managing Principal of Castle Creek Capital IV LLC. Accordingly, securities owned or deemed to be owned by Castle Creek Capital IV LLC may be regarded as being beneficially owned by Mr. Eggemeyer. Mr. Eggemeyer 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) The Series C Preferred Stock is automatically convertible following (i) the receipt of shareholder approval of the conversion and, thereafter (ii) the subsequent transfer of the Series C Preferred stock to a transferee not affiliated with the holder in a widely dispersed offering. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

(5) The Series C Preferred Stock is automatically convertible following (i) the receipt of shareholder approval of the conversion and, thereafter (ii) the subsequent transfer of the Series C Preferred stock to a transferee not affiliated with the holder in a widely dispersed offering. The Company has scheduled a Special Shareholder Meeting for September 15, 2010 to approve the conversion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.