

BISCEGLIA FRANK G  
 Form 4  
 May 03, 2018

**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 \*  
**BISCEGLIA FRANK G**

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)  
**05/01/2018**

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

**C/O HERITAGE COMMERCE CORP, 150 ALMADEN BLVD**

(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

**SAN JOSE, CA 95113**

(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 Ownership (Instr. 4)			
			Code	V	Amount or (D) Price					
Common Stock	05/01/2018		A		1,190 <u>(1)</u>	A	\$ 0	17,273	D	
Common Stock								93,237	I	Indirect By Trust

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 Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 7.43					05/04/2009	05/04/2019	Common Stock	3,500
Standard Employee Option - NSO	\$ 3.57					07/26/2010	07/26/2020	Common Stock	3,500
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock	4,500
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock	4,500
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock	4,500
Standard Employee Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BISCEGLIA FRANK G  
C/O HERITAGE COMMERCE CORP X  
150 ALMADEN BLVD  
SAN JOSE, CA 95113

## Signatures

/s/ Debbie Reuter as Attorney in fact for Frank G.  
Bisceglia

05/03/2018

\_\_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) Restricted stock award vests at the first anniversary of the grant date, subject to continuous employment with the Company.

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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