

Moles Robert
Form 4
February 20, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moles Robert

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)

HERITAGE COMMERCE
CORP, 150 ALMADEN BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2019

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

SAN JOSE, CA 95113

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
Common Stock, No Par Value	02/11/2019		S	40,000	D \$ 13.385 (1)	41,782	D
Common Stock, No Par Value	02/12/2019		S	9,900	D \$ 13.5389 (2)	31,882	D
Common Stock, No Par Value						18,295	I Indirect By Spouse

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

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SEC 1474
(9-02)

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	\$ 3.57					07/26/2010	07/26/2020	Common Stock, No Par Value	3,500	
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock, No Par Value	4,500	
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock, No Par Value	4,500	
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock, No Par Value	4,500	
Standard Employee Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common Stock, No Par Value	4,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Moles Robert
HERITAGE COMMERCE CORP X
150 ALMADEN BLVD.
SAN JOSE, CA 95113

Signatures

/s/ Debbie Reuter as Attorney in fact for Robert
Moles

02/20/2019

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.2920 to \$13.4309, inclusive. The reporting person undertakes to provide to Heritage Commerce Corp, any security holder of Heritage Commerce Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.5785, inclusive. The reporting person undertakes to provide to Heritage Commerce Corp, any security holder of Heritage Commerce Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

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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