

HERITAGE COMMERCE CORP  
Form 8-K  
October 31, 2006

**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): October 26, 2006

**HERITAGE COMMERCE CORP**

(Exact name of registrant as specified in its charter)

California	000-23877	77-0469558
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
150 Almaden Boulevard, San Jose, California	95113	
(Address of principal executive offices)	(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 2.02 RESULTS OF OPERATION AND FINANCIAL CONDITION**

On October 30, 2006, Heritage Commerce Corp issued a press release announcing preliminary results for the third quarter ended September 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

## **ITEM 8.01 OTHER EVENT**

On October 30, 2006, Heritage Commerce Corp announced that its Board of Directors declared at their meeting on October 26, 2006 a \$0.05 per share quarterly cash dividend. The dividend will be paid on December 5, 2006, to shareholders of record on November 13, 2006. A copy of the press release is attached as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(D) Exhibits.

99.1 Press Release, dated October 30, 2006, entitled "Heritage Commerce Corp Reports Improved Third Quarter Profits"

99.2 Press Release, dated October 30, 2006, entitled "Heritage Commerce Corp Declares Quarterly Cash Dividend"

## **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: October 31, 2006

Heritage Commerce Corp

By: /s/ Lawrence D. McGovern

Name: Lawrence D. McGovern

Executive Vice President and Chief Financial Officer

By: /s/ Walter T. Kaczmarek

Name: Walter T. Kaczmarek

Chief Executive Officer

## **INDEX TO EXHIBITS**

EXHIBIT NO.    DESCRIPTION

99.1

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Press Release, dated October 30, 2006, entitled "Heritage Commerce Corp Reports Improved Third Quarter Profits"

99.2 Press Release, dated October 30, 2006, entitled "Heritage Commerce Corp Declares Quarterly Cash Dividend"