

HERITAGE COMMERCE CORP  
Form RW  
April 28, 2010

**[HERITAGE COMMERCE CORP**

**LETTERHEAD]**

April 28, 2010

Securities and Exchange Commission

Division of Corporation Finance

100 F. Street, N.E.

Washington, D.C. 20549

Re: Heritage Commerce Corp  
Registration Statement on Post-Effective Amendment No. 1 on Form S-1  
to Form S-3  
SEC File No.: 333-160567

Dear Sir or Madam:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended, Heritage Commerce Corp (the Company) hereby requests that the Securities and Exchange Commission consent to the withdrawal of the Company's Post-Effective Amendment No. 1 on Form S-1 to Form S-3 Registration Statement (Registration No. 333-160567), filed on April 23, 2010 together with all exhibits thereto (the Registration Statement). The Company is requesting withdrawal of the Post-Effective Amendment on Form S-1 because it is ineligible to file a Post-Effective Amendment on Form S-1 to update its previously filed Form S-3 (filed July 14, 2009 and declared effective July 22, 2009) for a delayed offering pursuant to Rule 415(a)(1)(x). No securities were sold pursuant to the Registration Statement.

Should you have any questions regarding the withdrawal, please contact the Company's legal counsel, Mark Bonenfant of Buchalter Nemer, a Professional Corporation, at (213) 891-5020.

Thank you for your assistance in this matter.

Sincerely,

Heritage Commerce Corp

/s/ Lawrence McGovern  
Lawrence McGovern  
Executive Vice President and  
Chief Financial Officer

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