

HERITAGE COMMERCE CORP  
Form 8-K  
March 18, 2004

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

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**FORM 8-K**

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**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 17, 2004**

**Heritage Commerce Corp**

*(Exact name of registrant as specified in its charter)*

**California**

*(State of Incorporation)*

**000-23877**

*(Commission File Number)*

**77-0469558**

*(I.R.S. Employer Identification Number)*

**150 Almaden Boulevard  
San Jose, California 95113**

*(Address of principal executive offices including zip code)*

**(408) 947-6900**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former Address, if changed since last report)*

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Item 5. Other Events and Regulation FD Disclosure

PHILLIP R. BOYCE RESIGNS

FROM HERITAGE BOARD OF DIRECTORS

San Jose, California

. On March 17, 2004, Heritage Commerce Corp Chairman of the Board, William Del Biaggio, Jr., announced that effective immediately, Phillip R. Boyce has resigned as a Director of Heritage Commerce Corp and Heritage Bank of Commerce for personal reasons. Mr. Boyce joined the Heritage Board in 2002.

Heritage Commerce Corp, (NASDAQ: HTBK), a bank holding company established in February 1998, is the parent company of Heritage Bank of Commerce, headquartered in San Jose with an office located in Los Gatos.

*Heritage Bank of Commerce* is an independent full service community business bank with three divisions: *Heritage Bank East Bay*, in Fremont and Danville; *Heritage Bank South Valley* in Morgan Hill and Gilroy, and *Bank of Los Altos*, with two locations in Los Altos and one in Mountain View. Additionally, *Heritage Capital Group*, the bank's asset based lending division, has offices in San Jose and Los Angeles. Heritage Bank of Commerce is also an SBA Preferred Lender ranked the third largest SBA lender in Northern California, eighth in California, and has *SBA Loan Production Offices* in San Jose, Clovis, Santa Cruz, Elk Grove, Watsonville, Chico, Pittsburg, Glendale and Irvine.

#### Forward Looking Statement Disclaimer

This release may contain forward-looking statements that are subject to risks and uncertainties. Such risks and uncertainties may include but are not necessarily limited to fluctuations in interest rates, inflation, government regulations and general economic conditions, and competition within the business areas in which the Company is conducting its operations, including the real estate market in California and other factors beyond the Company's control. Such risks and uncertainties could cause results for subsequent interim periods or for the entire year to differ materially from those indicated. For a discussion of factors, which could cause results to differ, please see the Company's reports on Forms 10-K and 10-Q as filed with the Securities and Exchange Commission and the Company's press releases. Readers should not place undue reliance on the forward-looking statements, which reflect management's view only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

#### 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: March 17, 2004

Heritage Commerce Corp

By: /s/ Brad L. Smith

Name: Brad L. Smith

Chief Executive Officer