



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

February 9, 2018

Lawrence D. McGovern  
Executive Vice President  
Chief Financial Officer  
150 Almaden Boulevard  
San Jose, CA 95113

**Re: Heritage Commerce Corp  
Registration Statement on Form S-4  
Filed February 5, 2018  
File No. 333-222873**

Dear Mr. McGovern:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact David Gessert at (202) 551-2326 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Acting Assistant Director  
Office of Financial Services