



DIVISION OF  
CORPORATION FINANCE

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

September 11, 2019

Lawrence D. McGovern  
Chief Financial Officer  
HERITAGE COMMERCE CORP  
150 Almaden Boulevard  
San Jose, California 95113

**Re: HERITAGE COMMERCE CORP**  
**Registration Statement on Form S-3**  
**File No.333-233667**  
**Filed September 9, 2019**

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 Jessica Livingston at 202-551-3448 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Financial Services