

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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number: 333-23877

(CHECK ONE): Form 10-K Form 11-K Form 20-F Form 10-Q Form N-SAR

For Period Ended December 31, 2004

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended _____

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS
VERIFIED ANY INFORMATION CONTAINED HEREIN.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification
relates: _____

PART I. REGISTRANT INFORMATION

Heritage Commerce Corp.

Full Name of Registrant

Former Name if Applicable

Address of Principal Executive Office (Street and Number)

150 Almaden Boulevard, San Jose, California 95113

City, State and Zip Code

PART II. RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief
pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- | | |
|-------|---|
| [X] | (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense; |
| [X] | (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and |
| [] | (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable. |

