

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 24, 2008

HERITAGE COMMERCE CORP

(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation)	000-23877 (Commission File Number)	77-0469558 (IRS Employer Identification No.)
150 Almaden Boulevard, San Jose, California (Address of principal executive offices)		95113 (Zip Code)
Registrant's telephone number, including area code: (408) 947-6900		
Not Applicable (Former name or former address, if changed since last report.)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 24, 2008, Heritage Commerce Corp issued a press release announcing preliminary results for the second quarter ended June 30, 2008. A copy of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS

The Company's Board of Directors has declared a \$0.08 per share quarterly cash dividend. The dividend will be paid on September 10, 2008, to shareholders of record on August 15, 2008.

A copy of the press release is attached as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

Heritage Commerce Corp will be presenting at the 9th Keefe Bruyette & Woods Annual Community Banking Conference. Walter Kaczmarek and Lawrence McGovern will present on July 29, 2008 at 10 a.m. EDT. Interested investors may listen to the presentation at http://cc.talkpoint.com/KEEF001/072908a_ak/.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(D) Exhibits.

99.1 Press Release, dated July 24, 2008, entitled "Heritage Commerce Corp Reports Second Quarter Results"

99.2 Press Release, dated July 24, 2008, entitled "Heritage Commerce Corp Declares Quarterly Cash Dividend of \$0.08 Per Share"

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: July 24, 2008

Heritage Commerce Corp

By: /s/ Lawrence D. McGovern

Name: Lawrence D. McGovern

Executive Vice President and Chief Financial Officer

By: /s/ Walter T. Kaczmarek

Name: Walter T. Kaczmarek

President and Chief Executive Officer

INDEX TO EXHIBITS

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Press Release, dated July 24, 2008, entitled “Heritage Commerce Reports Second Quarter Results”
99.2	Press Release, dated July 24, 2008, entitled “Heritage Commerce Corp Declares Quarterly Cash Dividend of \$0.08 Per Share”
