



DIVISION OF  
CORPORATION FINANCE

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

January 10, 2014

Via E-mail

Mr. William Raver  
General Counsel  
Heritage Oaks Bancorp  
1222 Vine Street  
Paso Robles, CA 93446

**Re: Heritage Oaks Bancorp  
Form 10-K for the Year Ended December 31, 2012  
Filed March 6, 2013  
File No. 000-25020**

Dear Mr. Raver:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/Mark Webb

Mark Webb  
Legal Branch Chief

cc: Via E-mail  
Jordan E. Hamburger, Esq.