

HERITAGE COMMERCE CORP  
Form RW  
April 28, 2010

**[HERITAGE COMMERCE CORP**

**LETTERHEAD]**

April 28, 2010

Securities and Exchange Commission

Division of Corporation Finance

100 F. Street, N.E.

Washington, D.C. 20549

Re: Heritage Commerce Corp  
Registration Statement on Post-Effective Amendment No. 1 on Form S-1  
to Form S-3  
SEC File No.: 333-160567

Dear Sir or Madam:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended, Heritage Commerce Corp (the Company ) hereby requests that the Securities and Exchange Commission consent to the withdrawal of the Company s Post-Effective Amendment No. 1 on Form S-1 to Form S-3 Registration Statement (Registration No. 333-160567), filed on April 23, 2010 together with all exhibits thereto (the Registration Statement ). The Company is requesting withdrawal of the Post-Effective Amendment on Form S-1 because it is ineligible to file a Post-Effective Amendment on Form S-1 to update its previously filed Form S-3 (filed July 14, 2009 and declared effective July 22, 2009) for a delayed offering pursuant to Rule 415(a)(1)(x). No securities were sold pursuant to the Registration Statement.

Should you have any questions regarding the withdrawal, please contact the Company s legal counsel, Mark Bonenfant of Buchalter Nemer, a Professional Corporation, at (213) 891-5020.

Thank you for your assistance in this matter.

Sincerely,

Heritage Commerce Corp

/s/ Lawrence McGovern  
Lawrence McGovern  
Executive Vice President and  
Chief Financial Officer

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