

HERITAGE COMMERCE CORP  
Form DEF 14A  
April 17, 2013

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

**SCHEDULE 14A**  
(RULE 14A-101)  
**INFORMATION REQUIRED IN PROXY STATEMENT**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**HERITAGE COMMERCE CORP**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
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  - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

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**HERITAGE COMMERCE CORP**

April 17, 2013

Dear Shareholder:

You are cordially invited to attend the 2013 Annual Meeting of Shareholders, which will be held at 1:00 p.m., Pacific Daylight Time (PDT) on Thursday, May 23, 2013, at Heritage Commerce Corp's offices, located at 150 Almaden Boulevard, San Jose, California, 95113.

The accompanying Notice of Annual Meeting and proxy statement describe the business that will be conducted at the meeting and provide information about Heritage Commerce Corp. We have also enclosed our 2012 Annual Report on Form 10-K.

Your continued support is appreciated and we hope you will attend the Annual Meeting. Whether or not you are personally present, it is very important that your shares be represented at the meeting. Accordingly, please sign, date, and mail the enclosed proxy card promptly. You may also vote electronically over the Internet or by telephone by following the instructions on the proxy card. If you attend the meeting and prefer to vote in person, you may do so.

Sincerely,

Jack W. Conner  
*Chairman of the Board*

Walter T. Kaczmarek  
*President and Chief Executive Officer*

150 Almaden Boulevard, San Jose, California 95113      Telephone (408) 947-6900      Fax (408) 947-6910

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**HERITAGE COMMERCE CORP**

**150 Almaden Boulevard  
San Jose, California 95113**

**Notice of Annual Meeting of Shareholders**

**Date and Time:** Thursday, May 23, 2013, at 1:00 p.m., Pacific Daylight Time (PDT).

**Place:** Company's offices located at 150 Almaden Boulevard, San Jose, California 95113.

- Items of Business:**
1. To elect 12 members of the Board of Directors, each for a term of one year;
  2. To approve the 2013 Equity Incentive Plan;
  3. Ratification of the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013; and
  4. To transact such other business as may properly come before the meeting, and any adjournment or postponement.

**Record Date:** You can vote if you are a shareholder of record on April 3, 2013.

**Mailing Date:** The proxy materials are being distributed to our shareholders on or about April 17, 2013, and include our Annual Report on Form 10-K, Notice of Annual Meeting, this proxy statement, and proxy or voting instruction card.

**Important Notice Regarding the Internet Availability of Proxy Materials:** The proxy statement and Annual Report on Form 10-K are available at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). **Your Vote is Important.** Please vote as promptly as possible by using the Internet or telephone or by signing, dating and returning the enclosed proxy card.

By Order of the Board of  
Directors,

Debbie Reuter  
Corporate Secretary

April 17, 2013  
San Jose, California

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**PROXY STATEMENT FOR HERITAGE COMMERCE CORP  
2013 ANNUAL MEETING OF SHAREHOLDERS  
INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

***Why did you send me this proxy statement?***

We sent you this proxy statement and the enclosed proxy card because our Board of Directors is soliciting your proxy to vote at the 2013 Annual Meeting of Shareholders. This proxy statement summarizes the information you need to know to cast an informed vote at the Annual Meeting. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card. You may also vote electronically by telephone or the Internet by following the instructions on the proxy card.

Along with this proxy statement, we are also sending you the Heritage Commerce Corp 2012 Annual Report on Form 10-K, which includes our consolidated financial statements. Heritage Commerce Corp is also referred to in this proxy statement as the "Company."

***Who is entitled to vote?***

We will begin sending this proxy statement, the attached Notice of Annual Meeting and the enclosed proxy card on or about April 17, 2013, to all shareholders entitled to vote. Shareholders who were the record owners of the Company's common stock at the close of business on April 3, 2013, are entitled to vote. On this record date, there were 26,333,368 shares of common stock outstanding.

***What constitutes a quorum?***

A majority of the outstanding shares of the common stock entitled to vote at the Annual Meeting must be present, in person or by proxy, in order to constitute a quorum. We can only conduct the business of the Annual Meeting if a quorum has been established. We will include proxies marked as abstentions and broker non-votes in determining the number of shares present at the Annual Meeting.

***How many votes do I have?***

Each share of common stock entitles you to one vote in person or by proxy, for each share of common stock outstanding in your name on the books of the Company as of April 3, 2013, the record date for the Annual Meeting, on any matter submitted to a vote of the shareholders, except that in connection with the election of directors (Proposal 1), you may cumulate your shares (see "What is cumulative voting and how do I cumulate my shares?" below). The proxy card indicates the number of votes that you have as of the record date.

***Is voting confidential?***

We have a confidential voting policy to protect the privacy of our shareholders' votes. Under this policy, ballots, proxy cards and voting instructions returned to banks, brokers and other nominees are kept confidential. Only the proxy tabulator and the Inspector of Election have access to the ballots, proxy cards and voting instructions.

***How do I vote by proxy?***

You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or other nominee. If your shares are held by a broker or other nominee, you will receive instructions that you must follow to have your shares voted. If you hold your shares as a shareholder of record, you may vote by completing, signing and dating the enclosed proxy card and returning it promptly in the envelope provided. You may also vote electronically by telephone or over the Internet (see below). Returning the proxy card will not affect your right to attend the Annual Meeting and vote.

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If you properly fill in your proxy card and send it to us in time to vote, your "proxy" (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board of Directors as follows:

**"FOR"** the election of all 12 nominees for director;

**"FOR"** the approval of the proposed 2013 Equity Incentive Plan; and

**"FOR"** the ratification of the selection of Crowe Horwath LLP as our independent registered public accounting firm for 2013.

For the election of directors (Proposal 1), a shareholder may withhold authority for the proxy holders to vote for any one or more of the nominees by marking the enclosed proxy card in the manner instructed on the proxy card. Unless authority to vote for the nominees is so withheld, the proxy holders will vote the proxies received by them for the election of the nominees listed on the proxy card as directors of the Company. Your proxy does not have an obligation to vote for nominees not identified on the preprinted proxy card (that is, write-in candidates). Should any shareholder attempt to "write in" a vote for a nominee not identified on the preprinted card (and described in these proxy materials), your proxy will NOT vote the shares represented by your proxy card for any such write-in candidate, but will instead vote the shares for any and all other indicated candidates. If any of the nominees should be unable or decline to serve, which is not now anticipated, your proxy will have discretionary authority to vote for a substitute who shall be designated by the present Board of Directors to fill the vacancy. In the event that additional persons are nominated for election as directors, your proxy intends to vote all of the proxies in such a manner, in accordance with the cumulative voting, as will assure the election of as many of the nominees identified on the proxy card as possible. In such event, the specific nominees to be voted for will be determined by the proxy holders, in their sole discretion.

#### ***What do I have to do to vote my shares if they are held in the name of my broker?***

If your shares are held by your broker, sometimes called "street name" shares, you must vote your shares through your broker. You should receive a form from your broker asking how you want to vote your shares. Follow the instructions on that form to give voting instructions to your broker. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine, but not on non-routine matters. A "broker non-vote" occurs when your broker does not vote on a particular proposal because the broker does not receive instructions from the beneficial owner and does not have discretionary authority. Proposal 3 (ratification of independent registered public accounting firm) is a routine item. Proposal 1 (election of directors) and Proposal 2 (approval of the 2013 equity incentive plan), are non-routine items on which a broker may vote only if the beneficial owner has provided voting instructions.

#### ***What are the procedures for attending the Annual Meeting?***

Only shareholders owning the Company's common stock at the close of business on April 3, 2013, or their legal proxy holders, are entitled to attend the Annual Meeting. You must present photo identification for admittance. If you are a shareholder of record, your name will be verified against the list of shareholders of record on the Record Date prior to your admission to the Annual Meeting. If you are not a shareholder of record but hold shares through a bank, broker or other nominee, you must provide proof of beneficial ownership on the Record Date, such as your most recent account statement prior to April 3, 2013, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the Annual Meeting.



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***How do I vote in person?***

If you plan to attend the Annual Meeting and desire to vote in person, we will give you a ballot form when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a power of attorney from your nominee in order to vote at the Annual Meeting.

***May I vote electronically over the Internet or by telephone?***

Shareholders whose shares are registered in their own names may vote either over the Internet or by telephone. Special instructions for voting over the Internet or by telephone are set forth on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the shareholder's identity and to allow shareholders to vote their shares and confirm that their voting instructions have been properly recorded.

If your shares are registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically by telephone or over the Internet. Most U.S. banks and brokerage firms are clients of Broadridge Financial Solutions ("Broadridge"). As such, shareholders who receive either a paper copy of their proxy statement or electronic delivery notification have the opportunity to vote by telephone or over the Internet. If your bank or brokerage firm is a Broadridge client, your proxy card or Voting Instruction Form ("VIF") will provide the instructions. If your proxy card or VIF does not provide instructions for Internet and telephone voting, please complete and return the proxy card in the self-addressed, postage-paid envelope provided.

***What is cumulative voting and how do I cumulate my shares?***

For the election of directors (Proposal 1), California law provides that a shareholder of a California corporation, or his/her proxy, may cumulate votes in the election of directors. That is, each shareholder may cast that number of votes equal to the number of shares owned by him/her, multiplied by the number of directors to be elected, and he/she may cumulate such votes for a single candidate or distribute such votes among as many candidates as he/she deems appropriate.

Certain affirmative steps must be taken by you in order to be entitled to vote your shares cumulatively for the election of directors. At the shareholders' meeting at which directors are to be elected, no shareholder is entitled to cumulate votes (i.e., cast for any one or more candidates a number of votes greater than the number of the shareholder's shares) unless the candidates' names have been placed in nomination at the meeting and prior to the commencement of the voting and at least one shareholder has given notice at the meeting and prior to commencement of the voting of the shareholder's intention to cumulate votes. If any shareholder has given such notice, then every shareholder entitled to vote may cumulate votes for candidates in nomination and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which that shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among any or all of the candidates, as the shareholder thinks appropriate. The candidates receiving the highest number of votes, up to the number of directors to be elected, will be elected.

The proxies designated on your proxy card do not, at this time, intend to cumulate votes, to the extent they have the shareholder's discretionary authority to do so, pursuant to the proxies solicited in this proxy statement unless another shareholder gives notice to cumulate, in which case your proxy may cumulate votes in accordance with the recommendations of the Board of Directors. Therefore, discretionary authority to cumulate votes in such an event is solicited in this proxy statement.

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***May I change my vote after I return my proxy?***

If you fill out and return the enclosed proxy card, or vote by telephone or over the Internet, you may change your vote at any time before the vote is conducted at the Annual Meeting. You may change your vote in any one of four ways:

You may send to the Company's Corporate Secretary another completed proxy card with a later date.

You may notify the Company's Corporate Secretary in writing before the Annual Meeting that you have revoked your proxy.

You may attend the Annual Meeting and vote in person.

If you have voted your shares by telephone or over the Internet, you can revoke your prior telephone or Internet vote by recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

***What if I receive multiple proxy cards?***

If you receive multiple proxy cards, your shares are probably registered differently or are in more than one account. Vote all proxy cards received to ensure that all your shares are voted. Unless you need multiple accounts for specific purposes, we recommend that you consolidate as many of your accounts as possible under the same name and address. If the shares are registered in your name, contact our transfer agent, Wells Fargo Shareowner Services, 1-800-468-9716; otherwise, contact your bank, broker or other nominee.

***What vote is required to approve each proposal?***

Approval of Proposal 1 (election of directors) requires a plurality of votes cast for each nominee. This means that the 12 nominees who receive the most votes will be elected. So, if you do not vote for a particular nominee, or you indicate "WITHHOLD AUTHORITY" to vote for a particular nominee on your proxy card, your vote will not count either "for" or "against" the nominee. Abstentions will not have any effect on the outcome of the vote. You may cumulate your votes in the election of directors as described under "*What is cumulative voting and how do I cumulate my shares?*" on page 3. Broker non-votes will not count as a vote on the proposal and will not affect the outcome of the vote.

Approval of Proposal 2 (approval of the 2013 equity incentive plan) and Proposal 3 (ratification of independent registered public accounting firm) require a vote that satisfies two criteria: (i) the affirmative vote for the proposal must constitute a majority of the common shares present or represented or by proxy and voting on the proposal at the Annual Meeting and (ii) the affirmative vote for the proposal must constitute a majority of the common shares required to constitute the quorum. For purposes of Proposal 2 and Proposal 3, abstentions and broker non-votes will not affect the outcome under clause (i), which recognizes only actual votes cast. However, abstentions and broker non-votes will affect the outcome under clause (ii) if the number of affirmative votes, though a majority of the votes represented and cast, does not constitute a majority of the voting power required to constitute a quorum. The ratification of the appointment of the independent registered public accounting firm for 2013 is a matter on which a broker or other nominee is generally empowered to vote and therefore no broker non-votes are expected to exist with respect to Proposal 3.

***How will voting on any other business be conducted?***

Your proxy card confers discretionary authority to your proxy to vote your shares on the matters which may properly be presented for action at the Annual Meeting, and may include action with respect to procedural matters pertaining to the conduct of the Annual Meeting.



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***What are the costs of soliciting these proxies?***

We will pay all the costs of soliciting these proxies. In addition to mailing proxy soliciting material, our directors, officers and employees also may solicit proxies in person, by telephone or by other electronic means of communication for which they will receive no compensation. We will ask banks, brokers and other institutions, nominees and fiduciaries to forward the proxy materials to their principals and to obtain authority to execute proxies. We will then reimburse them for their reasonable expenses. We have hired Advantage Proxy to seek the proxies of custodians, such as brokers, which hold shares which belong to other people. This service will cost the Company approximately \$5,000.

***How do I obtain an Annual Report on Form 10-K?***

A copy of our 2012 Annual Report on Form 10-K accompanies this proxy statement. If you would like another copy of this report, we will send you one without charge. The Annual Report on Form 10-K includes a list of exhibits filed with the Securities and Exchange Commission ("SEC"), but does not include the exhibits. If you wish to receive copies of the exhibits, we will send them to you; however, expenses for copying and mailing them to you will be your responsibility. Please write to:

**Heritage Commerce Corp  
150 Almaden Boulevard  
San Jose, California 95113  
Attention: Corporate Secretary**

You can also find out more information about us at our website [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this proxy statement. On our website you can access electronically filed copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 filings, and amendments to those reports and filings, free of charge. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding SEC registrants, including the Company.

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The following table sets forth information as of February 15, 2013, pertaining to beneficial ownership of the Company's common stock by persons known to the Company to own five percent or more of the Company's common stock, nominees to be elected to the Board of Directors, the executive officers named in the Summary Compensation Table presented in this proxy statement, and all directors and executive officers of the Company, as a group. This information has been obtained from the Company's records, or from information furnished directly by the individual or entity to the Company.

For purposes of the following table, shares issuable pursuant to stock options which may be exercised within 60 days of February 15, 2013, are deemed to be issued and outstanding and have been treated as outstanding in determining the amount and nature of beneficial ownership and in calculating the percentage of ownership of those individuals possessing such interest, but not for any other individuals.

| Name of Beneficial Owner(1)                               | Position   | Shares<br>Beneficially<br>Owned(2)(3) | Exercisable<br>Options | Percent of<br>Class(3) |
|---|--|---------------------------------------|------------------------|------------------------|
| Michael E. Benito   | Executive Vice President/Banking<br>Division                 | 72,825(4)                             | 56,507                 | 0.28%                  |
| Frank G. Bisceglia  | Director   | 123,514(5)                            | 19,277                 | 0.47%                  |
| Jack W. Conner  | Director and Chairman of the Board                           | 103,130(6)                            | 30,633                 | 0.39%                  |
| John M. Eggemeyer   | Director   | 1,286,790(7)                          | 2,790                  | 4.89%                  |
| Celeste V. Ford   | Director   | 21,808(8)                             | 11,808                 | 0.08%                  |
| Steven L. Hallgrimson                                     | Director   | 114,758(9)                            | 958                    | 0.44%                  |
| Walter T. Kaczmarek                                       | Chief Executive Officer, President and<br>Director           | 203,808(10)(21)                       | 95,000                 | 0.77%                  |
| Dan T. Kawamoto   | Executive Vice President and Chief<br>Administrative Officer | 56,152(11)(21)                        | 23,253                 | 0.21%                  |
| Lawrence D. McGovern                                      | Executive Vice President and Chief<br>Financial Officer      | 82,751(12)(21)                        | 40,500                 | 0.31%                  |
| Robert T. Moles   | Director   | 116,581(13)                           | 26,277                 | 0.44%                  |
| Humphrey P. Polanen                                       | Director   | 25,765(14)                            | 19,277                 | 0.10%                  |
| David E. Porter   | Executive Vice President and Chief<br>Credit Officer         | 30,000(15)                            |                        | 0.11%                  |
| Laura Roden   | Director   | 10,958                                | 958                    | 0.04%                  |
| Charles J. Toeniskoetter                                  | Director   | 31,677(16)                            | 19,277                 | 0.12%                  |
| Ranson W. Webster   | Director   | 629,355                               | 26,777                 | 2.39%                  |
| W. Kirk Wycoff  | Director   | 2,597,790(17)                         | 2,790                  | 9.86%                  |
| All directors, and executive officers (16<br>individuals) |  | 5,507,662                             |                        | 20.62%                 |
| The Banc Funds Company                                    |  | 1,533,346(18)                         |                        | 5.82%                  |
| Patriot Financial Partners, L.P.                          |  | 2,595,000(19)                         |                        | 9.85%                  |
| Wellington Management Company, LLP                        |  | 2,228,946(20)                         |                        | 8.46%                  |

1.

Except as otherwise noted, the address for all persons is c/o Heritage Commerce Corp, 150 Almaden Boulevard, San Jose, California, 95113.

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2. Subject to applicable community property laws and shared voting and investment power with a spouse, the persons listed have sole voting and investment power with respect to such shares unless otherwise noted. Listed amounts reflect all previous stock splits and stock dividends.
3. Includes shares beneficially owned (including options exercisable within 60 days of February 15, 2013, as shown in the "Exercisable Options" column).
4. Includes 9,000 shares of restricted stock that have not vested and which Mr. Benito has the right to vote. Also, includes 540 shares held by his spouse.
5. Includes 93,237 shares as one of two trustees of the Bisceglia Family Trust, and 11,000 shares held by Mr. Bisceglia in a personal Individual Retirement Account.
6. Includes 300 shares held in a trust account, and 6,700 shares held by Mr. Conner's spouse.
7. Includes 1,284,000 shares of common stock held by Castle Creek Capital Partners IV LLC ("CC Fund IV"). CC Fund IV also owns 12,960 shares of Series C Preferred Stock which are convertible into 3,456,000 shares of common stock following transfer to third parties in a widely dispersed offering. Since CC Fund IV does not have the right to acquire the shares of common stock underlying the Series C Preferred Stock and will not have voting or dispositive power of such shares of common stock, the shares of common stock underlying the Series C Preferred Stock are not included in the table. Mr. Eggemeyer is a managing principal of Castle Creek Capital IV LLC which is the sole general partner of CC Fund IV and may be deemed to have voting and/or investment control of the securities held by CC Fund IV. Mr. Eggemeyer disclaims beneficial ownership of the securities held by CC Fund IV, except to the extent of his pecuniary interest therein.
8. Includes 10,000 shares in a trust account held by Ms. Ford.
9. Includes 71,700 shares held directly, 3,500 shares held in a personal Individual Retirement Account, and 8,000 shares held by charitable foundations, in which Mr. Hallgrimson has voting and investment power. Also includes 15,450 shares that Mr. Hallgrimson holds as trustee of various trusts, and 15,150 shares held in the accounts of others over which Mr. Hallgrimson has voting and investment power.
10. Includes 41,000 shares held in a personal Individual Retirement Account. Also includes 15,000 shares of restricted stock that have not vested and which Mr. Kaczmarek has the right to vote.
11. Includes 14,388 shares held by Mr. Kawamoto in a personal Individual Retirement Account. Also includes 14,500 shares of restricted stock that have not vested and which Mr. Kawamoto has the right to vote.
12. Includes 4,980 shares held by Mr. McGovern in a personal Individual Retirement Account. Also includes 14,500 shares of restricted stock that have not vested and which Mr. McGovern has the right to vote.
13. Includes 18,295 shares held by Mr. Moles' spouse.
14. Includes 4,865 shares held by Mr. Polanen in a personal Individual Retirement Account and 1,623 shares held by his spouse.
15. Includes 30,000 shares of restricted stock that have not vested and which Mr. Porter has the right to vote. Mr. Porter joined the Company in June 2012.

16. Includes 150 shares held by Mr. Toeniskoetter's spouse, and 11,000 shares held by the Toeniskoetter & Breeding, Inc. Profit Sharing Plan.

17. Mr. Wycoff is one of the general partners of Patriot Financial Partners GP, L.P. ("Patriot GP"). Patriot GP is the general partner of Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (together, the "Funds"). Patriot Financial Partners GP, LLC ("Patriot LLC") is the general partner of Patriot GP. Mr. Wycoff is a member of Patriot LLC. Accordingly, securities owned by the Funds may be regarded as being beneficially owned by Mr. Wycoff. Mr. Wycoff disclaims beneficial ownership of the securities owned by the Funds, except to the extent of his pecuniary interest therein.

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18. Includes 418,834 shares held by Banc Fund VI L.P. ("BF VI"), 489,933 shares held by Banc Fund VII L.P. ("BF VII") and 624,579 shares held by Banc Fund VIII L.P. ("BF VIII"). BF VI, BF VII and BF VIII are each Illinois limited partnerships. MidBanc VI L.P. is the general partner of BF VI. MidBanc VII is the general partner of BF VII. MidBanc VIII is the general partner of BF VIII. Each of the general partners are Illinois limited partnerships and the general partner for each of these entities is The Banc Funds Company, L.L.C., an Illinois corporation whose principal shareholder is Charles J. Moore. Mr. Moore as sole shareholder of the Banc Funds Company and as the manager of BF VI, BF VII and BF VIII has voting and dispositive power over the shares held by each of these entities. The address for The Banc Funds Company is 20 North Wacker Drive, Suite 3300, Chicago, Illinois 60606. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on February 4, 2013.
19. Includes 2,213,000 shares of common stock held by Patriot Financial Partners, L.P. and 382,000 shares of common stock held by Patriot Financial Partners Parallel, L.P. Patriot Financial Partners GP, L.P. ("Patriot GP") is a general partner of each Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (together, the "Funds") and Patriot Financial Partners GP, LLC ("Patriot LLC") is a general partner of Patriot GP. In addition, each of W. Kirk Wycoff, Ira M. Lubert and James J. Lynch are general partners of the Funds and Patriot GP and members of Patriot LLC. Accordingly, securities owned by the Funds may be regarded as being beneficially owned by Patriot GP, Patriot LLC and each of W. Kirk Wycoff, Ira M. Lubert and James J. Lynch. Mr. Wycoff, Mr. Lubert and Mr. Lynch each disclaim beneficial ownership of the securities owned by the Funds, except to the extent of their respective pecuniary interest therein. The Funds also own 8,043 shares of Series C Preferred Stock which is convertible into 2,145,000 shares of common stock following transfer to third parties in a widely dispersed offering. Since the Funds do not have the right to acquire these shares of common stock underlying the Series C Preferred Stock and will not have voting or dispositive power of such shares of common stock, the shares of common stock underlying the Series C Preferred Stock are not included in the table. The address for Patriot Financial Group is Cira Centre, 2929 Arch Street, 27th Floor, Philadelphia, PA 19104-2868. All of the foregoing information has been obtained from Schedule 13D filed with the SEC on June 25, 2010.
20. Wellington Management Company, LLP ("Wellington Management") is an investment adviser and may be deemed to beneficially own 2,228,946 shares of the Company which are held of record by clients of Wellington Management. The address for Wellington Management is 280 Congress Street, Boston, MA 02210. All the foregoing information has been obtained by Schedule 13G filed with the SEC on February 14, 2013.
21. The Company's Employee Stock Ownership Plan owns 137,983 shares of our common stock, all of which have been allocated. These include shares held for the account of the following named executive officers and included in the table for: Mr. Kaczmarek 1,808 shares, Mr. McGovern 5,251 shares, Mr. Benito 2,178 shares, Mr. Kawamoto 11 sha