

HERITAGE OAKS BANCORP  
Form SC 13G/A  
February 13, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Heritage Oaks Bancorp**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**42724R107**

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

XRule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**CUSIP No. 42724R107**

NAME OF REPORTING PERSON

**1**

Manulife Financial Corporation  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
 GROUP\* (a)

**2**

(b)

N/A  
 SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Canada  
 SOLE VOTING POWER

Number of **5**

Shares -0-  
 SHARED VOTING POWER

Beneficially **6**

Owned by -0-  
 SOLE DISPOSITIVE POWER

Reporting **7**

Person -0-  
 SHARED DISPOSITIVE POWER

With **8**

-0-  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

None, except through its indirect, wholly-owned subsidiary, Manulife Asset Management (US) LLC  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**10**

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

See line 9 above.

TYPE OF REPORTING PERSON\*

**12**

HC

**\*SEE INSTRUCTIONS**

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CUSIP No. 42724R107

NAME OF REPORTING PERSON

1

Manulife Asset Management (US) LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP\* (a) £

2

(b) £

N/A  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware  
SOLE VOTING POWER

Number of 5

Shares 1,715,145  
SHARED VOTING POWER

Beneficially 6

Owned by -0-  
SOLE DISPOSITIVE POWER

Each Reporting 7

Person 1,715,145  
SHARED DISPOSITIVE POWER

With 8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,715,145

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

6.75%

TYPE OF REPORTING PERSON\*

**12**

IA

**\*SEE INSTRUCTIONS**

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Item Name of Issuer:

1(a) Heritage Oaks Bancorp

Item Address of Issuer's Principal Executive Offices:

1(b) 1222 Vine St.  
Paso Robles, California 93446

Item Name of Person Filing:

2(a) This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiary, Manulife Asset Management (US) LLC ("MAM (US)").

Item Address of Principal Business Office:

2(b) The principal business office of MFC is located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.  
The principal business office of MAM (US) is located at 197 Clarendon Street, Boston, Massachusetts 02116.

Item Citizenship:

2(c) MFC is organized and exists under the laws of Canada.  
MAM (US) is organized and exists under the laws of the State of Delaware.

Item Title of Class of Securities:

2(d) Common Stock

Item CUSIP Number:

2(e) 42724R107

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

MFC: (g)  a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

MAM (US): (e)  an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item Ownership:

4

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(a) Amount Beneficially Owned: MAM (US) has beneficial ownership of 1,715,145 shares of Common Stock. Through its parent-subsiary relationship to MAM (US), MFC may be deemed to have beneficial ownership of these same shares.

(b) Percent of Class: Of the 25,391,343 shares outstanding as of October 25, 2013 according to the issuer's Quarterly Report filed on Form 10-Q for the quarterly period ended September 30, 2013, MAM (US) held 6.75%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

MAM (US) has sole power to vote or to direct the voting of the shares of Common Stock beneficially owned by them.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

MAM (US) has sole power to dispose or to direct the disposition of the shares of Common Stock beneficially owned by them.

(iv) shared power to dispose or to direct the disposition of: -0-

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Item Ownership of Five Percent or Less of a Class:

5 Not applicable.

Item Ownership of More than Five Percent on Behalf of Another Person:

6 Not applicable.

Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent

7 Holding Company or Control Person:

See Items 3 and 4 above.

Item Identification and Classification of Members of the Group:

8 Not applicable.

Item Notice of Dissolution of Group:

9 Not applicable.

Item Certification:

10 By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

**Manulife Financial Corporation**

By: /s/ Kenneth G. Pogrín

Name: Kenneth G. Pogrín

Dated: February 11, 2014 Title: Attorney in Fact\*

**Manulife Asset Management (US) LLC**

By: /s/ William E. Corson

Name: William E. Corson

Dated: February 11, 2014 Title: Vice President and Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.

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**EXHIBIT A**

**JOINT FILING AGREEMENT**

Manulife Financial Corporation, Manulife Asset Management (US) LLC agree that the Schedule 13G (Amendment No. 2) to which this Agreement is attached, relating to the Common Stock of Heritage Oaks Bancorp, is filed on behalf of each of them.

**Manulife Financial Corporation**

By: /s/ Kenneth G. Pogrín

Name: Kenneth G. Pogrín

Dated: February 11, 2014 Title: Attorney in Fact\*

**Manulife Asset Management (US) LLC**

By: /s/ William E. Corson

Name: William E. Corson

Dated: February 11, 2014 Title: Vice President and Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.