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Mail Processing Section

ORIGINAL

FORM D

OCT 09 2008

OMB APPROVAL
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Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission
Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer
Virginia Commerce Bancorp, Inc.

Jurisdiction of Incorporation/Organization
Virginia

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s) None

Entity Type (Select one)
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1
5350 Lee Highway

Street Address 2

City
Arlington

State/Province/Country
Virginia

ZIP/Postal Code
22207

Phone No.
703.534.0700

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Item 3. Related Persons

Last Name
Adler

First Name
Leonard

Middle Name
L

Street Address 1
12209 Thoroughbred Road

Street Address 2

City
Oak Hill

State/Province/Country
VA

ZIP/Postal Code
20171

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)



(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care

- Manufacturing
- Real Estate
 - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology

- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel

Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 25,000,000

Item 12. Sales Compensation

Recipient: None; Recipient CRD Number: [] No CRD Number

(Associated) Broker or Dealer: [] None; (Associated) Broker or Dealer CRD Number: [] No CRD Number

Street Address 1: []; Street Address 2: []

City: []; State/Province/Country: []; ZIP/Postal Code: []

States of Solicitation [] All States

- Grid of state checkboxes: AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

(Identify additional person(s) being paid compensation by checking this box [] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 25,000,000 OR [] Indefinite

(b) Total Amount Sold \$ 25,000,000

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 0 OR [] Indefinite

Clarification of Response (if Necessary)

The trust preferred securities were issued by VCBI Capital Trust at their liquidation amount. In connection with the issuance of trust preferred securities, Virginia Commerce Bancorp, Inc. issued warrants to purchase an aggregate of 1.5 million shares of its common stock at an exercise price of \$6.83 per share at a rate of warrants for 60 shares for each \$1,000

Item 14. Investors

Check this box [] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: []

Enter the total number of investors who already have invested in the offering: 10

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 [] Estimate

Finders' Fees \$ 0 [] Estimate

Clarification of Response (if Necessary)

[]

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box [X] and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Virginia Commerce Bancorp, Inc.

Name of Signer

William K. Beauchesne

Signature

[Handwritten signature]

Title

Treasurer and Chief Financial Officer

Number of continuation pages attached:

[Empty box for number of continuation pages]

Date

10/7/08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)
 Over Five Years Ago Within Last Five Years (specify year) Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)
 Over Five Years Ago Within Last Five Years (specify year) Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

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City State/Province/Country ZIP/Postal Code Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)
 Over Five Years Ago Within Last Five Years (specify year) Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code Phone No.

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Converse First Name: Peter Middle Name: A

Street Address 1: 1201 North Nash St. # 502 Street Address 2:

City: Arlington State/Province/Country: VA ZIP/Postal Code: 22209

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Fisher First Name: W. Middle Name: Douglas

Street Address 1: 6721 Michaels Dr Street Address 2:

City: Bethesda State/Province/Country: Md ZIP/Postal Code: 20817

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Guernsey First Name: David Middle Name: M.

Street Address 1: 12414 Clifton Hunt Dr Street Address 2:

City: Clifton State/Province/Country: Va ZIP/Postal Code: 20124

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: L'Hommedieu First Name: Robert Middle Name: H.

Street Address 1: 5380 Chandley Farms Ct Street Address 2:

City: Centreville State/Province/Country: Va ZIP/Postal Code: 20120

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Perseo, First Name: John, Middle Name: P
Street Address 1: 22707 High Haven Terrace, Street Address 2: [Blank]
City: Ashburn, State/Province/Country: VA, ZIP/Postal Code: 20148
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Reeder, First Name: Steven, Middle Name: A
Street Address 1: 5930 Waterloo Bridge Circle, Street Address 2: [Blank]
City: Haymarket, State/Province/Country: VA, ZIP/Postal Code: 20169
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Mitchell, First Name: Norris, Middle Name: E
Street Address 1: 8560 Georgetown Pike, Street Address 2: [Blank]
City: McLean, State/Province/Country: VA, ZIP/Postal Code: 22102
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Walters, First Name: Arthur, Middle Name: L
Street Address 1: 4935 North 30th Street, Street Address 2: [Blank]
City: Arlington, State/Province/Country: VA, ZIP/Postal Code: 22207
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Anderson, Jr. First Name: Richard Middle Name: B
Street Address 1: 1601 Forest Lane Street Address 2:
City: McLean State/Province/Country: VA ZIP/Postal Code: 22101
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Anzillotti First Name: Michael Middle Name: G
Street Address 1: 7071 Balmoral Forest Road Street Address 2:
City: Clifton State/Province/Country: VA ZIP/Postal Code: 20124
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Beauchesne First Name: William Middle Name: K
Street Address 1: 8200 Arrow Leaf Turn Street Address 2:
City: Gainseville State/Province/Country: VA ZIP/Postal Code: 20152
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

Last Name: Ostrander First Name: Patricia Middle Name: M
Street Address 1: 47667 Sandbank Square Street Address 2:
City: Sterling State/Province/Country: VA ZIP/Postal Code: 201665
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Signature Continuation Page

Signature and Submission

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

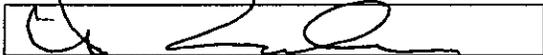
Issuer

VCBI Capital Trust IV

Name of Signer

William K. Beauchesne

Signature



Title

Administrator

Date

10/7/08

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

END

Signature

Title

Date