
OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1) *

Hercules Technology Growth Capital, Inc.

(Name of Issuer)
Common Stock, par value \$0.001 per share
(Title of Class of Securities)
427096102
(CUSIP Number)
(000=1 1.4
March 17, 2006
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
_ Rule 13d-1(b) X 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).
(Continued on following pages)
Page 1 of 24 Pages
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NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Farallon Capital Partners, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2 ** The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the

class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover

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NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION New York SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER BENEFICIALLY 6 79,431 [See Preliminary Note] OWNED BY EACH SOLE DISPOSITIVE POWER REPORTING PERSON WITH SHARED DISPOSITIVE POWER 79,431 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 79,431 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.8% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 PN

Page 6 of 24 Pages

13G

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY OWNED BY 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER EACH REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 1,374,140 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,374,140 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 1.0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.3% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) Page 7 of 24 Pages 13G CUSIP No. 427096102

The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Chun R. Ding

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] **

The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this

cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States -----

2

NITIM	DED OF		0	
NUM.	NUMBER OF		-0- 	
	SHARES BENEFICIALLY		SHARED VOTING POWER	
OWN	ED BY		1,374,140 [See Preliminary Note]	
E	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING ON WITH	,	-0-	
PERS	ON WIIH	8	SHARED DISPOSITIVE POWER	
		8	1,374,140 [See Preliminary Note]	
9	AGGREGATE A	MOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON	
9	, ,		minary Note]	
10	CHECK IF TH	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		
	PERCENT OF		RESENTED BY AMOUNT IN ROW (9)	
11	13.3% [See Preliminary Note]			
10	TYPE OF REPORTING PERSON (See Instructions)			
12 IN				
_				
		Pe	age 8 of 24 Pages	

13G

CUSIP No. 427096102

2

_ _____

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [] (b) [X]*

** The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this

cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover

page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF -0-

NUMBER OF -U-

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 1,374,140 [See Preliminary Note]

EACH SOLE DISPOSITIVE POWER

PERSON WITH

SHARED DISPOSITIVE POWER

8

1,374,140 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	1,374,140	[see fieldmindig nese]
10		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ARES (See Instructions) []
	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	13.3% [See	Preliminary Note]
12		PORTING PERSON (See Instructions)
	IN ========	
		Page 9 of 24 Pages
		13G
	427096102	
======	======	
	NAMES OF RI	======================================
1	I.R.S. IDE	NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Charles E.	Ellwein
	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2		
	**	The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
 3	** ======== SEC USE ONI	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
3	SEC USE ON	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
3	SEC USE ON	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
	SEC USE ON	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
4	SEC USE ON: CITIZENSHI	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5
4	SEC USE ON	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER
4 NUM	SEC USE ON: CITIZENSHI	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5
4 NUM SH BENEF	SEC USE ONI CITIZENSHII United State	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5 -0- SHARED VOTING POWER
4 NUM SH BENEF OWN	SEC USE ONI CITIZENSHI United State	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 6 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER
4 NUM SH BENEF OWN E REP	SEC USE ON: CITIZENSHI United State BER OF ARES CICIALLY ED BY CACH	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6 1,374,140 [See Preliminary Note]
4 NUM SH BENEF OWN E REP	SEC USE ONI CITIZENSHI United State BER OF TARES TICIALLY ED BY	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 6 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER
4 NUM SH BENEF OWN E REP	SEC USE ON: CITIZENSHI United State BER OF ARES CICIALLY ED BY CACH	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 6 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0-
4 NUM SH BENEF OWN E REP PERS	SEC USE ONI CITIZENSHII United State BER OF IARES CICIALLY IED BY CACH CORTING CON WITH	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8
4 NUM SH BENEF OWN E REP	SEC USE ONI CITIZENSHII United State BER OF TARES TICIALLY TED BY TACH FORTING TON WITH	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 1,374,140 [See Preliminary Note]
4 NUM SH BENEF OWN E REP PERS	SEC USE ONI CITIZENSHII United State BER OF BER OF BARES CICIALLY BED BY CACH CORTING CON WITH AGGREGATE A 1,374,140 CHECK IF TH	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 6 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 1,374,140 [See Preliminary Note] AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
A NUM SH BENEF OWN E REP PERS	SEC USE ONI CITIZENSHII United State BER OF BER OF BARES CICIALLY BED BY BACH CORTING CON WITH AGGREGATE A 1,374,140 CHECK IF TH CERTAIN SHA	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 1,374,140 [See Preliminary Note] AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON [See Preliminary Note] HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
4 NUM SH BENEF OWN E REP PERS	SEC USE ONI CITIZENSHII United State United	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 1,374,140 [See Preliminary Note] AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON [See Preliminary Note] HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ARES (See Instructions) []
A NUM SH BENEF OWN E REP PERS	SEC USE ONI CITIZENSHII United State BER OF IARES CICIALLY IED BY CACH CORTING CON WITH AGGREGATE I 1,374,140 CHECK IF TI CERTAIN SHI	aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] LY P OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 1,374,140 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 1,374,140 [See Preliminary Note] AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON [See Preliminary Note] HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ARES (See Instructions) [] CLASS REPRESENTED BY AMOUNT IN ROW (9)

136

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CUSIP No.	======= 427096102 ======				
	======= NAMES OF RE	======== PORTING PE	ERSONS		
1			N NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Richard B.	Fried			
2	CHECK THE A	PPROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggred class cover only d	The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]		
3	SEC USE ONI	======= Y			
4	CITIZENSHIP United Stat		OF ORGANIZATION		
	======		SOLE VOTING POWER		
NUM	BER OF	5	-0-		
	ARES ICIALLY	6	SHARED VOTING POWER		
	ED BY		1,374,140 [See Preliminary Note]		
Е	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING ON WITH		-0-		
		8	SHARED DISPOSITIVE POWER		
	=======		1,374,140 [See Preliminary Note]		
9	AGGREGATE A	MOUNT BENE	EFICIALLY OWNED BY EACH REPORTING PERSON		
	1,374,140 [See Prelin	minary Note]		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF	======= CLASS REPI	RESENTED BY AMOUNT IN ROW (9)		
11	13.3% [See	Preliminaı	ry Note]		
10	TYPE OF REP	ORTING PER	RSON (See Instructions)		
12	IN				

Page 11 of 24 Pages

13G

CUSIP No. 427096102

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

2		(a) [] (b) [X]**
L	**	The reporting persons making this filing hold a aggregate of 1,374,140 Shares, which is 13.3% of th class of securities. The reporting person on thi cover page, however, may be deemed a beneficial owne only of the securities reported by it on this cove page. [See Preliminary Note]
3	SEC USE ONLY	 !
4		OR PLACE OF ORGANIZATION
	United State	es
NUN	MBER OF	SOLE VOTING POWER 5 -0-
	- HARES FICIALLY	SHARED VOTING POWER
	NED BY	1,374,140 [See Preliminary Note]
	EACH PORTING	SOLE DISPOSITIVE POWER 7 -0-
	SON WITH -	SHARED DISPOSITIVE POWER
		8 1,374,140 [See Preliminary Note]
	AGGREGATE AN	
9	1,374,140 [9	See Preliminary Note]
10	CHECK IF THE	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []
11	PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	13.3% [See I	Preliminary Note]
12	TYPE OF REPO	PRTING PERSON (See Instructions)
		Page 12 of 24 Pages
======		13G
	427096102 	
	NAMES OF REI	PORTING PERSONS PIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
1	I.K.S. IDEN.	
	William F. N	Mellin
	William F. N	Mellin PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**

CITIZENSHIP OR PLACE OF ORGANIZATION

SEC USE ONLY

only of the securities reported by it on this cover

page. [See Preliminary Note]

	======		SOLE VOTING POWER	
NUME	BER OF	5	-0-	
	ARES		SHARED VOTING POWER	
	CCIALLY ED BY	6	1,374,140 [See Preliminary Note]	
EA	ACH .		SOLE DISPOSITIVE POWER	
	ORTING	7	-0-	
PERSC	ON WITH .		SHARED DISPOSITIVE POWER	
		8	1,374,140 [See Preliminary Note]	
9	AGGREGATE AI	MOUNT BEN	VEFICIALLY OWNED BY EACH REPORTING PERSO	
9	1,374,140 [See Preli	iminary Note]	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT OF	======= CLASS REI	PRESENTED BY AMOUNT IN ROW (9)	
11	13.3% [See Preliminary Note]			
	TYPE OF REP	ORTING PE	ERSON (See Instructions)	
12	IN			
	=======			

13G

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CUSIP No. 427096102
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2

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X] * *

The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY 6 OWNED BY 1,374,140 [See Preliminary Note]

EACH SOLE DISPOSITIVE POWER

REPORTING -0-PERSON WITH

SHARED DISPOSITIVE POWER

	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	1,374,140 [See Preliminary Note]					
10		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []					
	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	13.3% [See	Preliminary Note]					
12	TYPE OF REP	PORTING PERSON (See Instructions)					
		Page 14 of 24 Pages					
		13G					
====== SIP No	427096102						
======	=======						
1		PORTING PERSONS TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Jason E. Mo:	nment					
	CRECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**					
2	**	The reporting persons making this filing hold ar aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]					
3	SEC USE ONL	Y					
	CITIZENSHIP	OR PLACE OF ORGANIZATION					
4	United Stat	es					
	=======	SOLE VOTING POWER 5					
NUN	MBER OF	-0-					
	HARES FICIALLY	SHARED VOTING POWER					
	NED BY	1,374,140 [See Preliminary Note]					
E	EACH	SOLE DISPOSITIVE POWER 7					
	PORTING	-0-					
PERS	SON WITH	SHARED DISPOSITIVE POWER					
		8 1,374,140 [See Preliminary Note]					
	AGGREGATE A	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	1,374,140 [1,374,140 [See Preliminary Note]					
10		EEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE					
	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11		Preliminary Note]					

TYPE OF REPORTING PERSON (See Instructions)

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Page 15 of 24 Pages

13G

CUSIP No. 427096102 NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Rajiv A. Patel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] 2 The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY 1,374,140 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER -0-REPORTING PERSON WITH SHARED DISPOSITIVE POWER 1,374,140 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,374,140 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.3% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 IN

Page 16 of 24 Pages

	PORTING PERSONS TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Derek C. Sc	hrier
	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2 **	The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
3 SEC USE ONL	Y
	OR PLACE OF ORGANIZATION
United Stat	es
	SOLE VOTING POWER
NUMBER OF	5 -0-
SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY	6 1,374,140 [See Preliminary Note]
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON WITH	SHARED DISPOSITIVE POWER
	8 1,374,140 [See Preliminary Note]
AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 1,374,140 [See Preliminary Note]
	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []
	CLASS REPRESENTED BY AMOUNT IN ROW (9)
11 13.3% [See	Preliminary Note]
	ORTING PERSON (See Instructions)
12 IN	
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	Page 17 of 24 Pages
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CUSIP No. 427096102	
=======================================	
	PORTING PERSONS TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Thomas F. S	teyer
CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**

The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

4	CITIZENSHIP	OR PLACE OF ORGANIZATION				
4	United State	s				
NUMBER OF SHARES BENEFICIALLY OWNED BY		SOLE VOTING POWER	==:			
		5 -0-				
		SHARED VOTING POWER	==-			
		6				
		1,374,140 [See Preliminary Note]	==:			
EACH REPORTING PERSON WITH -		SOLE DISPOSITIVE POWER 7				
		-0- 	==:			
		SHARED DISPOSITIVE POWER 8				
	========	1,374,140 [See Preliminary Note]	==:			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,374,140 [S	1,374,140 [See Preliminary Note]				
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF C	HASS REPRESENTED BY AMOUNT IN ROW (9)	==:			
11	13.3% [See P	reliminary Note]				
	TYPE OF REPO	RTING PERSON (See Instructions)	==:			
12	IN					
		Page 18 of 24 Pages	==:			
		Page 18 of 24 Pages				
	427096102					
	427096102 ======= NAMES OF REP					
IP No.	427096102 ======= NAMES OF REP	13G ORTING PERSONS UFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
IP No.	427096102 NAMES OF REPIRENT Mark C. Wehr	13G ORTING PERSONS UFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	 s)			
IP No.	427096102 NAMES OF REPIRENT Mark C. Wehr	13G ORTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) PROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) []	==: s)			
IP No.	427096102 NAMES OF REPIRENT Mark C. Wehr	13G ORTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Ly PROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**				
IP No.	427096102 NAMES OF REPLIRS. IDENT Mark C. Wehr CHECK THE AP	13G ORTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) PROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) []	a: the			
IP No.	427096102 NAMES OF REPLIRS. IDENT Mark C. Wehr CHECK THE AP	ORTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) PROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** The reporting persons making this filing hold aggregate of 1,374,140 Shares, which is 13.3% of class of securities. The reporting person on t cover page, however, may be deemed a beneficial ow only of the securities reported by it on this copage. [See Preliminary Note]	a: the			
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E	EACH		SOLE DISPOSITIVE POWER		
REPORTING PERSON WITH			-0-		
		8	SHARED DISPOSITIVE POWER		
			1,374,140 [See Preliminary Note]		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,374,140 [See Preliminary Note]				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	13.3% [See Preliminary Note]				
12	TYPE OF REPORTING PERSON (See Instructions)				
	IN				

Page 19 of 24 Pages

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 14, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock, par value \$0.001 per share (the "Shares"), of Hercules Technology Growth Capital, Inc. (the "Company"). The Reporting Persons own, in aggregate, 1,241,660 Shares and 132,480 Warrants issued by the Company (the "Warrants"), each Warrant immediately exercisable for one Share. The Reporting Persons are filing this Schedule 13G to report their beneficial ownership of 1,374,140 Shares through their ownership of Shares and Warrants. All numbers and percentages contained in this Schedule 13G represent Shares (including Shares owned directly by the Reporting Persons and Shares deemed to be beneficially owned through the Warrants owned by the Reporting Persons) and not Warrants, unless stated otherwise. All percentages are based on the 10,234,865 Shares outstanding as of March 17, 2006 (as confirmed by the Company) plus the additional Shares that would be issued if each Reporting Person exercised the Warrants it owns as of the date of this filing. The percentages do not assume the exercise of Warrants held by any other persons or entities. For information regarding the Warrants, see the Post-Effective Amendment No. 2 to the Company's Registration Statement filed on Form N-2 with the Securities and Exchange Commission on January 20, 2006.

Item 1. Issuer

(a) Name of Issuer:

Hercules Technology Growth Capital, Inc.

(b) Address of Issuer's Principal Executive Offices:

525 University Avenue, Suite 700, Palo Alto, California 94301

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.001 per share, of the Company. The CUSIP number of the Shares is 427096102.

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons." $\,$

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants);
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants);
- (iii) Farallon Capital Institutional Partners II, L.P., a
 California limited partnership ("FCIP II"), with
 respect to the Shares beneficially owned by it
 (through its ownership of Shares and Warrants);
- (iv) Farallon Capital Institutional Partners III, L.P., a
 Delaware limited partnership ("FCIP III"), with
 respect to the Shares beneficially owned by it
 (through its ownership of Shares and Warrants); and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants).

 $\,$ FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Farallon Funds."

The Farallon General Partner

(vi) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares beneficially owned by each of the Farallon Funds (through their ownership of Shares and Warrants).

The Farallon Managing Members

(vii) The following persons who are managing members of the
 Farallon General Partner, with respect to the Shares
 beneficially owned by the Farallon Funds: Chun R.
 Ding ("Ding"), William F. Duhamel ("Duhamel"),
 Charles E. Ellwein ("Ellwein"), Richard B. Fried
 ("Fried"), Monica R. Landry ("Landry"), William F.
 Mellin ("Mellin"), Stephen L. Millham ("Millham"),
 Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"),
 Derek C. Schrier ("Schrier"), Thomas F. Steyer
 ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

Page 21 of 24 Pages

The citizenship of each of the Farallon Funds and the Farallon General Partner is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity

Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This

Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Warrants in respect of which the Farallon Funds are deemed to beneficially own Shares are owned directly by the Farallon Funds. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. The Farallon Individual Reporting Persons, as managing members of the Farallon General Partner, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. Each of the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

Not Applicable.

Page 22 of 24 Pages

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

SIGNATURES

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

Dated: March 17, 2006

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
and
TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.