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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

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 Pursuant to §240.14a-12

Hercules Capital, Inc.

(Name of Registrant as Specified in Its Charter)

(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:

(2) Aggregate number of securities to which transaction applies:

(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:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- 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:

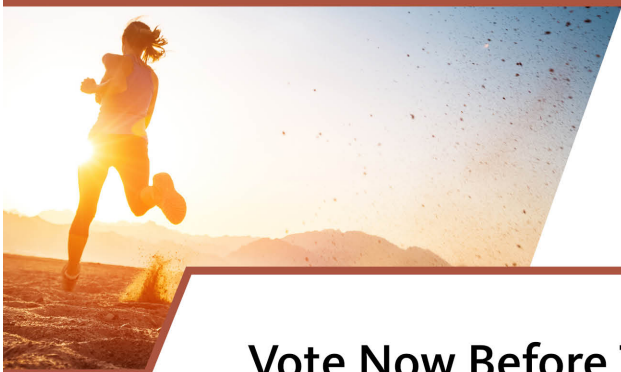


Hercules[®]
C A P I T A L

GO VOTE

**BE THE VOTE THAT COUNTS
VOTE YOUR SHARES TODAY!**

SAMPLE-EPB



Vote Now Before Time Runs Out!

Dear Stockholder:

We urgently need your vote to approve Hercules Capital, Inc.'s proposals outlined in the proxy materials enclosed. Now is the time to take an active role in our special meeting of stockholders to be held on December 6, 2018. Whether or not you plan to attend, your vote is very important to the success of this meeting.

If sufficient votes are not cast in advance of our meeting, it may be necessary to adjourn and reschedule the meeting, incurring additional costs.

If you have any questions or need assistance to authorize a proxy to vote your shares, please dial 1-833-795-8492.

Thank you for your support.

FOUR WAYS TO VOTE



PHONE

WITHOUT A PROXY CARD
Call 1-833-795-8492 Monday to Friday, 9:00 a.m. to 9:00 p.m. EDT to speak with a proxy specialist.

WITH A PROXY CARD
Call 1-800-690-6903 with a touch-tone phone to vote using an automated system.



ONLINE

WWW.PROXYVOTE.COM
Please have your proxy card in hand when accessing the website. There are easy-to-follow directions to help you complete the electronic voting instruction form.



QR CODE

WITH A SMARTPHONE
Vote by scanning the Quick Response Code or "QR Code" on the Proxy Card/VIF enclosed.



MAIL

VOTE PROCESSING
Mark, sign and date your ballot and return it in the postage-paid envelope provided.

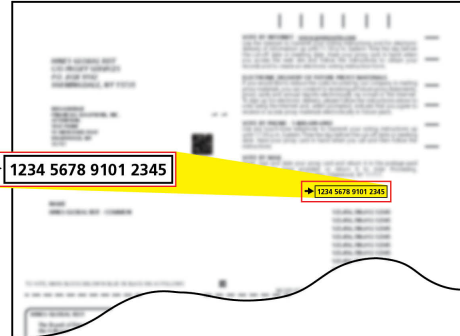
Proxy Questions? Call 1-833-795-8492

SAMPLE-LTR

Your Vote Is Very Important

The special stockholder meeting of Hercules Capital, Inc. will be held on December 6, 2018. Whether or not you plan to attend, your vote is very important. **You can authorize a proxy to vote your shares by internet, telephone, or mail.**

Simply follow the instructions on the enclosed form. For your convenience, we've highlighted where you can find your unique Control Number.



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