

# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM N-54A

### NOTIFICATION OF ELECTION TO BE SUBJECT TO SECTIONS 55 THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940 FILED PURSUANT TO SECTION 54(a) OF THE ACT

The undersigned business development company hereby notifies the Securities and Exchange Commission that it elects, pursuant to the provisions of section 54(a) of the Investment Company Act of 1940 (the "Act"), to be subject to the provisions of sections 55 through 65 of the Act and, in connection with such notification of election, submits the following information:

Name: HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

Address of Principal Business Office (No. & Street, City, State, Zip Code):

Four Palo Alto Square,  
3000 El Camino Real, Suite 200,  
Palo Alto, CA 94306

Telephone Number (including area code): (650) 813-6200

Name and address of agent for service of process:

Manuel A. Henriquez  
Chairman of the Board and Chief Executive Officer  
Hercules Technology Growth Capital, Inc.  
Four Palo Alto Square, 3000 El Camino Real, Suite 200  
Palo Alto, CA 94306

Copies to: Joshua A. Leuchtenburg, Esq.

Ropes & Gray LLP  
45 Rockefeller Plaza  
New York, NY 10111-0087

Check one of the following:

- The company has filed a registration statement for a class of equity securities pursuant to section 12 of the Securities Exchange Act of 1934. Give the file number of the registration statement or, if the file number is unknown or has not yet been assigned, give the date on which the registration statement was filed: February 22, 2005
- The company is relying on rule 12g-2 under the Securities Exchange Act of 1934 in lieu of filing a registration statement for a class of equity securities under that Act.

The file number of the registration as an investment company pursuant to section 8(a) of the Act, if any, of the company: Not Applicable

