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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 9, 2005**

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**Hercules Technology Growth Capital, Inc.**

(Exact name of registrant as specified in charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-51174**  
(Commission File Number)

**74-3113410**  
(IRS Employer  
Identification No.)

**525 University Ave., Suite 700, Palo Alto, California**  
(Address of principal executive offices)

**94301**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 289-3060**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On June 9, 2005, Hercules Technology Growth Capital, Inc. announced the initial public offering of shares of its common stock. A copy of the press release announcing such offering is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1 Press release dated June 9, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

By:           /s/ Dennis P. Wolf          

Name: Dennis P. Wolf

Title: Chief Financial Officer

Date: June 9, 2005

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	Press Release dated June 9, 2005.

**HERCULES TECHNOLOGY GROWTH CAPITAL**  
**PRICES INITIAL PUBLIC OFFERING**

PALO ALTO, California, June 9, 2005—Hercules Technology Growth Capital, Inc. (Nasdaq: HTGC) announced today the initial public offering of 6,000,000 shares of its common stock at \$13.00 per share, raising gross proceeds of \$78 million. Hercules has granted the underwriters an option to purchase up to an additional 900,000 shares to cover over-allotments. Hercules' stock began trading today on the Nasdaq National Market under the symbol "HTGC".

The offering was led by JMP Securities LLC acting as book-running manager, with Ferris, Baker Watts, Incorporated acting as co-manager. Copies of the prospectus may be obtained from JMP Securities LLC, Syndicate Department, 600 Montgomery Street, Suite 1100, San Francisco, CA 94111, or by phone at (415) 835-8900.

Hercules is a specialty finance company, founded in December 2003, that provides debt and equity growth capital to technology-related companies at all stages of development. Hercules primarily finances privately-held companies backed by leading venture capital and private equity firms and also may finance certain publicly-traded companies.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission and has become effective. This release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Contact:   Main: 650/289-3060**  
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**Scott Harvey - Chief Legal Officer**  
**650/289-3078**