

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

**FORM 8-K**

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

Date of Report (Date of earliest event reported):

**April 5, 2011**

**Hercules Technology Growth Capital, Inc.**

(Exact name of registrant as specified in its charter)

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

**814-00702**  
(Commission File No.)

**74-3113410**  
(I.R.S. Employer  
Identification No.)

400 Hamilton Ave., Suite 310  
Palo Alto, CA

(Name and Address of principal executive offices)

94301  
(Zip Code)

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

Not Applicable

(Former name or address, if changed since last report)

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 (see General Instruction A.2. below):

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective as of April 5, 2011, Hercules Technology Growth Capital, Inc. (the “Company”) amended its charter to increase the number of shares of common stock the Company is authorized to issue from 60,000,000 to 100,000,000. The Company effected increase by filing Articles of Amendment (the “Amendment”) with the State Department of Assessments and Taxation of Maryland, a copy of which is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Descriptions of the Amendment in this current report are qualified in their entirety by reference to a copy of such document that is filed as Exhibit 3.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 Articles of Amendment to Charter

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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.

April 11, 2011

/s/ Scott Harvey  
Scott Harvey  
Chief Legal Officer

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EXHIBIT INDEX

Exhibit No.	Description of Exhibits
3.1	Articles of Amendment to Charter

**HERCULES TECHNOLOGY GROWTH CAPITAL, INC.****ARTICLES OF AMENDMENT**

Hercules Technology Growth Capital, Inc., a Maryland corporation (the "Corporation"), having its principal office in the State of Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to, and does hereby, amend its charter (the "Charter") as currently in effect as hereafter set forth.

SECOND: The Charter is hereby amended by deleting the existing Article V, Section 5.1 in its entirety and substituting in lieu thereof a new Article V, Section 5.1 which reads as follows:

Section 5.1 Authorized Shares. The Corporation has authority to issue 100,000,000 shares of stock, initially consisting of 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"). The aggregate par value of all authorized shares of stock having par value is \$100,000. If shares of one class or series of stock are classified or reclassified into shares of another class or series of stock pursuant to this Article V, the number of authorized shares of the former class or series shall be automatically decreased and the number of shares of the latter class or series shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes or series that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. A majority of the Board of Directors, without any action by the stockholders of the Corporation, may amend the charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue.

THIRD: The amendment to the Charter as set forth above has been approved by a majority of the entire Board of Directors of the Corporation and is limited to a change expressly authorized by Section 2-105(a)(13) of the Maryland General Corporation Law to be made without action by stockholders.

FOURTH: The total number of shares of stock which the Corporation had authority to issue immediately before the amendment to the Charter as set forth above was sixty million (60,000,000) shares of stock, with a par value of \$0.001 per share, amounting in aggregate to Sixty Thousand Dollars (\$60,000).

FIFTH: The total number of shares of stock which the Corporation had authority to issue immediately after the amendment to the Charter as set forth above is one hundred million (100,000,000) shares of stock, with a par value of \$0.001 per share, amounting in aggregate to One Hundred Thousand Dollars (\$100,000).

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested by its Secretary on April 5, 2011.

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

Attest: /s/ Scott Harvey  
Scott Harvey  
Secretary

By: /s/ Manuel A. Henriquez  
Manuel A. Henriquez  
Chief Executive Officer

THE UNDERSIGNED, Manuel A. Henriquez, Chief Executive Officer of Hercules Technology Growth Capital, Inc., who executed on behalf of said corporation the foregoing Articles of Restatement, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Restatement to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under penalties of perjury.

/s/ Manuel A. Henriquez  
Manuel A. Henriquez  
Chief Executive Officer