

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-2
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

(Check appropriate box or boxes)

Pre-Effective Amendment No.

Post-Effective Amendment No.

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

(Exact name of Registrant as specified in charter)

400 Hamilton Avenue, Suite 310
Palo Alto, CA 94301
(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (650) 289-3060

Manuel A. Henriquez
Chief Executive Officer
Hercules Technology Growth Capital, Inc.
400 Hamilton Avenue, Suite 310
Palo Alto, CA 94301
(Name and address of agent for service)

COPIES TO:
Cynthia M. Krus
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, DC 20004

APPROXIMATE DATE OF PROPOSED PUBLIC OFFERING:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

It is proposed that this filing will become effective (check appropriate box):

- When declared effective pursuant to Section 8(c) of the Securities Act of 1933.
- This Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-179431.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Each Class of Securities to be Registered	Amount To Be Registered (1)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.001 par value per share			\$5,852,100	\$671.00

(1) Includes common shares that may be offered to certain underwriters pursuant to an option to cover over-allotments, if any.

(2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

Incorporation of Certain Information by Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Hercules Technology Growth Capital, Inc. (the "Registrant") with the Securities and Exchange Commission, and hereby incorporates by reference into this Registration Statement the contents of the Registration Statement on Form N-2 (File No. 333-179431), including the exhibits thereto, filed on February 8, 2012 and declared effective on March 29, 2012, as amended by pre-effective and post-effective amendments thereto (the "Prior Registration Statement") and includes the registration statement facing page, the signature pages, an exhibit index, a legal opinion, the accountants' consents and the other documents listed on the exhibit index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, and State of California, on the 27th day of September, 2012.

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

/S/ MANUEL A. HENRIQUEZ

Manuel A. Henriquez
Chairman of the Board, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
_____ /S/ MANUEL A. HENRIQUEZ Manuel A. Henriquez	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	September 27, 2012
_____ /S/ JESSICA BARON Jessica Baron	Chief Financial Officer (principal financial and accounting officer)	September 27, 2012
_____ * Allyn C. Woodward, Jr.	Director	September 27, 2012
_____ * Joseph W. Chow	Director	September 27, 2012
_____ * Robert P. Badavas	Director	September 27, 2012

* Signed by Manuel A. Henriquez as attorney-in-fact.

EXHIBIT INDEX

- (l) Opinion and Consent of Sutherland, Asbill & Brennan LLP
- (n)(1) Consent of Independent Registered Public Accounting Firm (PwC)
- (n)(2) Consent of Independent Registered Public Accounting Firm (E&Y)



SUTHERLAND

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September 27, 2012

Hercules Technology Growth Capital, Inc.
400 Hamilton Avenue, Suite 310
Palo Alto, California 94301

Re: Rule 462(b) Registration Statement (the "**Registration Statement**") Relating to
Registration Statement on Form N-2 (File No. 333-179431)

Ladies and Gentlemen:

We have acted as counsel to Hercules Technology Growth Capital, Inc., a Maryland corporation (the "**Company**"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "**Commission**") of the Registration Statement on September 27, 2012 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of shares (the "**Shares**") of common stock, par value \$0.001 (the "**Common Stock**") of the Company. The Shares are to be issued in an underwritten public offering covered by the Registration Statement.

As counsel to the Company, we have participated in the preparation of the Registration Statement and have examined the originals or copies of such records, documents or other instruments as we in our judgment deem necessary or appropriate for us to render the opinions set forth in this opinion letter including, without limitation, the following:

- (i) The Articles of Amendment and Restatement of the Company, as amended, certified as of the date hereof (the "**Articles of Incorporation**") by an officer of the Company;
- (ii) The Amended and Restated Bylaws of the Company, certified as of the date hereof (the "**Bylaws**") by an officer of the Company;

- (iii) A Certificate of Good Standing with respect to the Company issued by the State Department of Assessments and Taxation of Maryland as of a recent date; and
- (iv) The resolutions of the Board of Directors of the Company (*the "Resolutions"*), or a duly authorized committee thereof, of the Company relating to, among other things, (a) the authorization and approval of the preparation and filing of the Registration Statement, (b) the authorization of the issuance, offer and sale of the underwritten public offering of the Shares pursuant to the Registration Statement, certified as of the date of this opinion letter by an officer of the Company.

As to certain matters of fact relevant to the opinions in this opinion letter, we have relied on certificates of officers of the Company. We have also relied on certificates of public officials. We have not independently established the facts, or in the case of certificates of public officials, the other statements, so relied upon.

For purposes of our opinions in this opinion letter, we have assumed, without any independent investigation or verification, that: (a) each document that we have reviewed is accurate and complete, is either an authentic original or a copy that conforms to an authentic original, and the signatures on it are genuine; (b) each governmental or officer's certificate has been properly issued and it is accurate, complete and authentic (and we have assumed that such certificates remain accurate on the date of this letter); (c) all natural persons have sufficient legal capacity; and (d) the accuracy and completeness of all corporate records made available to us by the Company.

This opinion letter is limited to the effect of the Maryland General Corporation Law, as in effect on the date hereof, and reported judicial decisions interpreting the foregoing, and we express no opinion as to the applicability or effect of any other laws of such jurisdiction or the laws of any other jurisdictions. Without limiting the preceding sentence, we express no opinion as to any state securities or broker-dealer laws or regulations thereunder relating to the offer, issuance and sale of the Shares. This opinion letter has been prepared, and should be interpreted, in accordance with customary practice followed in the preparation of opinion letters by lawyers who regularly give, and such customary practice followed by lawyers who on behalf of their clients regularly advise opinion recipients regarding, opinion letters of this kind.

On the basis of and subject to the foregoing, and in reliance thereon, and subject to the limitations and qualifications set forth in this opinion letter, we are of the opinion that the Shares have been duly authorized and, when and if issued and delivered against payment therefor in accordance with the Resolutions and the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

The opinions expressed in this opinion letter (a) are strictly limited to the matters stated in this opinion letter, and without limiting the foregoing, no other opinions are to be implied and (b) are only as of the date of this opinion letter, and we are under no obligation, and do not undertake, to advise the addressee of this opinion letter or any other person or entity either of any change of law or fact that occurs, or of any fact that comes to our attention, after the date of this opinion letter, even though such change or such fact may affect the legal analysis or a legal conclusion in this opinion letter.

This opinion is being furnished for submission to the Commission as an exhibit to the Registration Statement, and we hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We do not admit by giving this consent that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Respectfully submitted,

/s/ SUTHERLAND ASBILL & BRENNAN LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form N-2 of Hercules Technology Growth Capital, Inc. of our report dated March 9, 2012 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting of Hercules Technology Growth Capital, Inc., which appears in Amendment No. 1 to the Form N-2 (File #333-179431). We also hereby consent to the incorporation by reference of Amendment No. 1 to the Form N-2 (File #333-179431) of the references to us under the headings "Experts", "Selected Consolidated Financial Data", and "Senior Securities" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
September 27, 2012

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the captions "Experts" and to the use of our report dated March 12, 2010, in the Registration Statement (Form N-2) and related Prospectus of Hercules Technology Growth Capital, Inc. for the registration of its common stock, preferred stock, warrants and debt securities.

/s/ Ernst & Young LLP

San Francisco, California
September 27, 2012