
**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): December 21, 2015

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
(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 8.01 Other Events

On December 21, 2015, Hercules Technology Growth Capital, Inc. (the “Company”) issued a press release announcing redemption of \$40.0 million of the \$85.9 million in issued and outstanding aggregate principal amount of the Company’s 7.00% Senior Unsecured Notes due September 2019. The text of the press release is included as an exhibit to this Form 8-K.

On December 22, 2015, the Company issued a press release congratulating Sungevity, a portfolio company, on the completion of its recent equity and project financing transaction totaling \$650 million. The Company participated in the transaction and continues to maintain a senior secured structured loan to Sungevity. The text of the press release is included as an exhibit to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated December 21, 2015.

99.2 Press Release dated December 22, 2015.

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.

December 22, 2015

By: /s/ Melanie Grace

Melanie Grace
General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	Press Release dated December 21, 2015
99.2	Press Release dated December 22, 2015



Hercules Expects to Increase Net Investment Income Through Continued Proactive Management of its Capital Structure

Anticipated Result in Annual Interest Expense Savings of \$3.0 Million, or \$0.04 EPS per annum

Partial Redemption of the Company's 7.00% Senior Unsecured Notes due in September 2019 is Expected to be Accretive to Net Investment Income Per Share During 2016

Palo Alto, Calif., December 21, 2015 – Hercules Technology Growth Capital, Inc. (NYSE: HTGC) (“Hercules” or the “Company”), the leading specialty financing provider to innovative venture growth stage companies backed by leading venture capital firms, today announced completion of the previously-announced redemption of \$40.0 million of the \$85.9 million in issued and outstanding aggregate principal amount of the Company's 7.00% Senior Unsecured Notes due September 2019 (the “Notes”).¹

The partial redemption of the Notes will result in an annual interest expense savings of approximately \$3.0 million, prior to a one-time non-cash expense in the fourth quarter of 2015, attributed to acceleration of unamortized original debt issuance costs of approximately \$825,000, or \$0.01 per share of additional expense during the quarter. Hercules may elect to complete additional redemptions of its 7.0% 2019 Notes throughout calendar year 2016, subject to market conditions and its anticipated liquidity position. The Company will provide notice for, and complete all, redemptions in compliance with the terms of the Indenture.

“We continue to be extremely proactive in the management of our overall capital structure as we work to continue to optimize the Company's balance sheet, particularly as the interest rate environment changes,” stated Mark R. Harris, chief financial officer at Hercules. “As rising interest rates are expected to benefit our net investment income, we are also opportunistically taking steps to lower our cost of financing on the right side of the ledger. By actively managing our liquidity and balance sheet, we continue to further strengthen Hercules' balance sheet and lower our cost of financing while also generating positive earnings growth to our investors, despite the one-time, non-cash expense of approximately \$0.01 per share in Q4 2015. The partial retirement of our 7.00% 2019 Notes will become immediately accretive to earnings per share in 2016 and beyond. The strength of our platform and balance sheet continues to be one of Hercules' competitive advantages and is a critical component to supporting our future growth objectives.”

About Hercules Technology Growth Capital, Inc.

Hercules Technology Growth Capital, Inc. (NYSE: HTGC) is the leading specialty finance company focused on providing senior secured venture growth loans to high-growth, innovative venture capital-backed companies in the technology, biotechnology, life sciences, healthcare, and energy & renewable technology industries. Since inception (December 2003), Hercules has committed more than \$5.6 billion to over 325 companies and is the lender of choice for entrepreneurs and venture capital firms seeking growth capital financing. Companies interested in learning more about financing opportunities should contact info@htgc.com, or call 650.289.3060.

Hercules' common stock trades on the New York Stock Exchange under the ticker symbol “HTGC.”

¹ The Notes were issued pursuant to the indenture (the “Base Indenture”) dated as of March 6, 2012, between the Company and U.S. National Bank Association, as trustee, as supplemented by the second supplemental indenture dated as of September 24, 2012 (together with the Base Indenture, the “Indenture”).

In addition to the Notes which trade on the NYSE under the symbol "HTGY", Hercules has two outstanding bond issuances of 7.00% Senior Notes due April 2019 and 6.25% Notes due July 2024, which trade on the NYSE under the symbols "HTGZ," and "HTGX," respectively.

Forward-Looking Statements

The information disclosed in this press release is made as of the date hereof and reflects Hercules most current assessment of its historical financial performance. Actual financial results filed with the Securities and Exchange Commission may differ from those contained herein due to timing delays between the date of this release and confirmation of final audit results. These forward-looking statements are not guarantees of future performance and are subject to uncertainties and other factors that could cause actual results to differ materially from those expressed in the forward-looking statements including, without limitation, the risks, uncertainties, including the uncertainties surrounding the current market volatility, and other factors the Company identifies from time to time in its filings with the Securities and Exchange Commission. Although Hercules believes that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate and, as a result, the forward-looking statements based on those assumptions also could be incorrect. You should not place undue reliance on these forward-looking statements. The forward-looking statements contained in this release are made as of the date hereof, and Hercules assumes no obligation to update the forward-looking statements for subsequent events.

Contact:

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Hercules Technology Growth Capital, Inc.
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**Hercules Congratulates Portfolio Company Sungevity on Its \$650M
Financing, the Largest Private Financing Round in Solar in 2015**

*In addition, the approval of the U.S. Investment Tax Credit or ITC extension by
President Obama and the U.S. Congress is another critical and positive development for the Solar Industry*

Palo Alto, Calif., December 22, 2015 – Hercules Technology Growth Capital, Inc. (NYSE: HTGC), the leading specialty financing provider to innovative venture growth stage companies backed by leading venture capital firms, congratulates Sungevity, a leader in the global solar market, on the completion of its recent equity and project financing transaction that totaled \$650 million. Hercules participated in this latest round and continues to maintain a senior secured structured loan to the company.

The funding includes \$50 million in equity financing by existing investors including GE Ventures, and new investors including Apollo Investment Corporation, along with Hercules Technology Growth Capital. The transaction also includes up to \$600 million in new project financing from a consortium led by Apollo Investment Corporation, subject to certain terms and conditions, to further support the development of solar projects across the company's growing U.S. footprint of service areas. Sungevity also services the Netherlands, Germany and the United Kingdom.

"This is an extremely important milestone and achievement for Sungevity, as this funding will allow them to extend their technology platform while also widening their reach into new markets and customers. This achievement coupled with President Obama's recent signed legislation passed by U.S. Congress to extend the U.S. Investment Tax Credit or ITC, certainly bolsters our belief and confidence in the company and our outlook for the solar industry," said Hercules' Chief Executive Officer Manuel A. Henriquez.

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Hercules' common stock trades on the New York Stock Exchange under the ticker symbol "HTGC."

In addition, Hercules has three outstanding bond issuances of 7.00% Notes due April 2019, 7.00% Notes due September 2019, and 6.25% Notes due July 2024, which trade on the NYSE under the symbols “HTGZ,” “HTGY,” and “HTGX,” respectively.

Forward-Looking Statements

The information disclosed in this press release is made as of the date hereof and reflects Hercules most current assessment of its historical financial performance. Actual financial results filed with the Securities and Exchange Commission may differ from those contained herein due to timing delays between the date of this release and confirmation of final audit results. These forward-looking statements are not guarantees of future performance and are subject to uncertainties and other factors that could cause actual results to differ materially from those expressed in the forward-looking statements including, without limitation, the risks, uncertainties, including the uncertainties surrounding the current market volatility, and other factors the Company identifies from time to time in its filings with the Securities and Exchange Commission. Although Hercules believes that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate and, as a result, the forward-looking statements based on those assumptions also could be incorrect. You should not place undue reliance on these forward-looking statements. The forward-looking statements contained in this release are made as of the date hereof, and Hercules assumes no obligation to update the forward-looking statements for subsequent events.

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