FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

pe Response	s)																		
Name and Address of Reporting Person * Shah Parag				2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]							5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below)							
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 31 ST. JAMES AVE., SUITE 790				3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013										Senio	r Managing I	Director			
(Street) BOSTON, MA 02116				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
)	(State)	(Zip)			Ta	able I	- Non	ı-Der	ivative S	Securiti	ies A	cquir	lired, Disposed of, or Beneficially Owned						
ecurity		2. Transaction Date (Month/Day/Year	Exec any	cution Da	ĺ	Cod (Ins	e tr. 8)	v	(A) or I (Instr. 3	Oisposed 6, 4 and (A) or	d of (5)	(D)	Beneficia Reported	neficially Owned Following ported Transaction(s)		Ily Owned Following Γransaction(s) ad 4) Own Forn Dire or In (I)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock \$0.001 par value 03/24/2013					-	F		166 (1	D	\$ 12.	.25	305,922			D				
Report on a s	separate fine i		- Deriv	rative Se	curit	ies Ac	equire	Pers cont the f	ons whained in orm dis	no resp n this f splays	form a cu enefi	are irren icially	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)		
Title of Conversion or Exercise (Month/Day/Year) 3A. Deem Execution One (Month/Day/Year)		d Date, if	4. f Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year) Compared to the Expiration Date (Month/Day/Year) Date Expiration			7. Tit Amou Unde Secur (Instr 4)	unt of orlying rities . 3 and	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct (or Indir	Beneficial Ownershi (Instr. 4)				
	ad Address of ag RCULES TL, 31 ST N, MA 021 Cecurity Stock \$0. Report on a service of Derivative	RCULES TECHNOLO L, 31 ST. JAMES AV (Street) N, MA 02116 (State) Security 2. Conversion or Exercise Price of Derivative 3. Transactic (Month/Day.	Address of Reporting Person* ag (First) (Middle) RCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) N, MA 02116 (State) (Zip) 2. Transaction Date (Month/Day/Year) 1 Stock \$0.001 par 03/24/2013 Report on a separate line for each class of second or Exercise Price of Derivative Agency (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	ad Address of Reporting Person 2. Address of Reporting Person 2. BY CA CA CA CA CA CA CA CA CA CA	2. Issuer Nather Address of Reporting Person* ag ag (First) (Middle) (CAPITAL 3. Date of Ea 03/24/2013 3. Date of Ea 03/24/2013 4. If Amendr N, MA 02116 (Street) 2. Transaction Date (Month/Day/Year) a Stock \$0.001 par 03/24/2013 2A. Deemed Execution Dany (Month/Day/Year) a Stock \$0.001 par 03/24/2013 Table II - Derivative Se (e.g., puts, cal 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 8)	ag	2. Issuer Name and THERCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) 2. Transaction Date (Month/Day/Year) 3. Transaction Execution Date, if Cod any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if Cod (E.g., puts, calls, warran any (Month/Day/Year) 3. Transaction Code (Instr. 8) Derivative Security 3. Transaction Code (Instr. 8) Derivative Security Security 4. Transaction Code (Instr. 8) Derivative Security Securit	ag	2. Issuer Name and Ticker or Tra HERCULES TECHNOLOGY CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Fi (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Pers cont the f Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year) 2. Transaction Code (Instr. 8) Pers cont (Month/Day/Year) A. Deemed Execution Date (Instr. 8) Code V Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date	2. Issuer Name and Ticker or Trading Sy HERCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) 4. If Amendment, Date Original Filed(Month L), 31 ST. JAMES AVE., SUITE 790 (Street) 4. If Amendment, Date Original Filed(Month L), MA 02116 7. In the I - Non-Derivative Security 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day 03/24/2013 4. If Amendment, Date Original Filed(Month Day Orig	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Ocde (Instr. 8) (Instr. 3, 4 and 5) 4. Stock \$0.001 par (Instr. 8) (Instr. 8) (Instr. 8) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Stock \$0.001 par (Instr. 8) (Instr. 3, 4 and 5) 2. Stock \$0.001 par (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) (Instr. 3, 4 and 6 Execution Date, if any (Month/Day/Year) (Instr. 3, 4, and 5) 4. Stock \$0.001 par (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 3, 4, and 5) 4. Date Expirate Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH (A) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 03/24/2013 5. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of or Derivative Security (Month/Day/Year) 1. Stock \$0.001 par 03/24/2013 2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 2. A. Deemed Execution Date, if Code (Instr. 8) (A) or Disposed of (Instr. 8) (B) Persons who respond contained in this form the form displays a cut (A) or Disposed of of Derivative Securities Acquired (A) or Disposed of of Derivative Securities Acquired (A) or Disposed of of Disposed of OD (Instr. 3) 2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Table II - Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) 6. Date Exercisable and Expiration Date (A) or Disposed of OD (Instr. 3) 6. Date Exercisable and Expiration Date (A) or Disposed of OD (Instr. 3) 7. Date Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) 8. Date Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) 9. Date Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) 1. Date Derivative Securities Acquired (A) or Disposed of OD (Instr. 3) 1. Date Derivative Securities Acquired (A) or Disposed of OD (Instr. 3)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 03/24/2013 5. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 6. Stock \$0.001 par 03/24/2013 7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3) (Instr. 3	Address of Reporting Person age	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing X, Form filed by More than One Reporting Person Form filled by More than One Reporting Person Form filled by More than One Reporting Person (Check all application of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 12.25 305,922 305,922 3. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction (Month/Day/Year) 6. Individual or Joint/Group Filing X, Form filed by More than One Reporting Person Form filled by More than One Reporting Person (Part Instruction Part Instru	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue Director (Check all applicable) (Check al		

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Shah Parag C/O HERCULES TECHNOLOGY GROWTH CAPITAL 31 ST. JAMES AVE., SUITE 790 BOSTON, MA 02116			Senior Managing Director					

Signatures

/s/K. Nicholas Martitsch, Attorney-in-Fact for Parag Shah	03/24/2013
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of common stock withheld to pay taxes applicable to the vesting of restricted stock on March 24, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.