# FORM 4

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

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average	burden						
nours per response	e 0.5						

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)																
1. Name and Address of Reporting Person * Shah Parag				2. Issuer Name <b>and</b> 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) 08/24/2012										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 PersonForm filed by More than One Reporting Person					
)	(State)	(Zip)			Ta	ıble I	- Non	-Der	ivative	Securiti	es A	cquir	red, Dispo	sed of, or I	Beneficially (	Owned	
ecurity		2. Transaction Date (Month/Day/Yea	Exec any	cution Da		Cod (Inst	e tr. 8)	v	(A) or I (Instr. 3	Oisposed 8, 4 and (A) or	d of ( 5)	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Owned Following ansaction(s)  4)  Ownersh Form: Direct (I or Indire (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock \$0.001 par value 08/24/2012					]	F		214 (1	D	\$ 11.	.34	263,274			D		
Report on a s	separate line is		- Deriv	rative Sec	curit	ies Ac	equire	Pers cont the f	ons whained i	no resp n this f splays	orm a cu enefi	are irren icially	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
	Date	Year) Execution I	d Date, if	4. Transac Code	tion	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr	rative rities ired rosed	6. Date	ate Exer Expirationth/Day	cisable on Date 'Year)	ion	7. Tit Amou Unde Secur (Instr 4)	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	Beneficia ive Ownersh (Instr. 4)
	nd Address of ag  RCULES T L, 31 ST.  N, MA 021  Security  Security  2.  Conversion or Exercise Price 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 GROWT) L, 31 ST. JAMES AVE., SUITE 790 (Street)  N, MA 02116 (State) (Zip)  Gecurity 2. Transaction Date (Month/Day/Yea)  Report on a separate line for each class of second or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	ad Address of Reporting Person*  2. HE CA  RCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790  (Street)  4. If  N, MA 02116  (State)  2. Transaction Date (Month/Day/Year)  2. Trable II - Deriv (e.g., Price of Derivative  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)	ag	ag 2. Issuer Name a HERCULES T CAPITAL INC (Middle) (RCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) 4. If Amendment, N, MA 02116 (State) (Zip) Take (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Earliest 08/24/2012 (A. If Amendment, M. MA 02116 (State) (Zip) Take (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction 08/24/2012 (A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendment, Month/Day/Year) 4. If Amendme	ad Address of Reporting Person age	2. Issuer Name and Ticker HERCULES TECHNO CAPITAL INC [HTGC OAPITAL INC [HTGC OAPITA	ad Address of Reporting Person*  ag  2. Issuer Name and Ticker or Tra HERCULES TECHNOLOGY CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Mo 8/24/2012  4. If Amendment, Date Original Fi  N, MA 02116  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A Stock \$0.001 par  08/24/2012  7. Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options.  2. Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options.  3. Transaction Date, if Code (Instr. 8)  2. Transaction Date (Instr. 8)  Code  V  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options.  3. Transaction Date, if Transaction Code (Instr. 8)  Date (Instr. 8)  Date (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Execution Date, if Transaction Code Of Derivative Securities Acquired, Di (Instr. 3, 4, and 5)  Date Execution Date, if Transaction Code Of Disposed of (D) (Instr. 3, 4, and 5)	ad Address of Reporting Person ag    Capital Included Address of Reporting Person ag   Capital Included First	ag	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]	ad Address of Reporting Person*  ag  2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  08/24/2012  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  3. Transaction Table II - Derivative Securities Acquired (A) or Disposed of Or (Disposed of Or (Dispo	Address of Reporting Person age	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Farliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Code (Instr. 3, 1 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Original Filed by More than Execution Date, if any (Month/Day/Year)  (A) or Original Filed(Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, and 4)  (A) or Original Filed(Month/Day/Year)  (A) or Original Filed(Month/Day/Year)	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 FiledMonth/Day/Year) (State)  (State)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction Date (Month/Day/Year)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction Date (Month/Day/Year)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction Date (Code V Amount (D) Price (A) or Disposed of (D) (Instr. 3, 4 and 5)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction (Month/Day/Year) (Month/Day/Year)  1. Stock \$0.001 par  0. 8/24/2012  3. Transaction (Code V Amount (D) Price (A) or Disposed of (D) Price (D	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. O (First) (Maddlo)  RCULES TECHNOLOGY GROWTH (B/K/24/2012)  3. Date of Earlies Transaction (Month/Day/Year)  4. If Amendment, Date Original FiledMonth/Day/Year)  (Street)  4. If Amendment, Date Original FiledMonth/Day/Year)  (Street)  4. If Amendment, Date Original FiledMonth/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Reporting Person(s) to Issue (Check all applicable) Director (Month/Day/Year)  (Month/Day/Year)

### **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	08/27/2012
**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 August 24, 2012.

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.