

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 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

(Print or Type Responses)

|   |                                      |   |                                |  |                            |   |  |   |          |  |
|---|--------------------------------------|---|--------------------------------|--|----------------------------|---|--|---|----------|--|
| 1. Name and Address of Reporting Person *<br><b>Henriquez Manuel A</b>                                |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]</b> |                                | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President &amp; CEO</b> |                            |   |  |   |          |  |
| (Last) (First) (Middle)<br><b>C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 400 HAMILTON AVE, SUITE 310</b> |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/30/2013</b>                               |                                |  |                            |   |  |   |          |  |
| (Street)<br><b>PALO ALTO, CA 94301</b>  |                                      | 4. If Amendment, Date Original Filed(Month/Day/Year)  |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |                            |   |  |   |          |  |
| (City) (State) (Zip)  |                                      | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>             |                                |  |                            |   |  |   |          |  |
| 1. Title of Security (Instr. 3)   | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)  | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  |                            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |          |  |
|   |                                      |   | Code                           | V  | Amount                     | (A) or (D)  | Price  |   |          |  |
| <b>Common Stock \$0.001</b>   | <b>06/30/2013</b>                    |   | <b>F</b>                       |  | <b>1,266</b><br><b>(1)</b> | <b>D</b>  | <b>\$ 13.94</b>  | <b>1,716,742</b>                                      | <b>D</b> |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |  |  |  |  |
|  |  |                                      |  | Code                           | V   | (A)  | (D)             |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Henriquez Manuel A<br>C/O HERCULES TECHNOLOGY GROWTH CAPITAL<br>400 HAMILTON AVE, SUITE 310<br>PALO ALTO, CA 94301 | X             |           | President & CEO |       |

## Signatures

|  |            |
|--|------------|
| /s/ K. Nicholas Martitsch, Attorney-in-Fact for Manuel Henriquez | 07/01/2013 |
| 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 June 30, 2013.

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

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