

# 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>WOODWARD ALLYN C JR                        |                                       | 2. Issuer Name and Ticker or Trading Symbol<br>HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |   |            |   |  |   |       |
|---|---------------------------------------|--|--|---|---|------------|---|--|---|-------|
| (Last)<br>C/O   | (First)<br>HERCULES TECHNOLOGY GROWTH | (Middle)<br>CAPITAL,,  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/05/2013   |   |   |            |   |  |   |       |
| (Street)<br>400 HAMILTON AVE., SUITE 310  |                                       |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |   |   |            |   |  |   |       |
| (City) (State) (Zip)<br>PALO ALTO, CA 94301   |                                       |  | 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 |   |   |            |   |  |   |       |
| <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 |
| Common Stock  | 08/05/2013                            |  | A  |   | 3,445<br>(1)  | A          | \$ 14.51  | 206,528 (2)  | D   |       |

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.**

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**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 |
| WOODWARD ALLYN C JR<br>C/O HERCULES TECHNOLOGY GROWTH CAPITAL,<br>400 HAMILTON AVE., SUITE 310<br>PALO ALTO, CA 94301 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ K. Nicholas Martitsch Attorney-in-fact for Allyn C. Woodward, Jr. | 08/07/2013 |
| 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) Shares issued based on reporting person's election to receive stock in lieu of cash retainer fee otherwise due to reporting person as a director of the company.

(2) Includes 6,595 shares acquired through the Hercules Technology Growth Capital, Inc.'s Dividend Reinvestment Plan.

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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