# FORM 4

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

OMB APPROVAL						
OMB Number:	3235-0287					
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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)														
Name and Address of Reporting Person *  Shah Parag				2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner 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) 02/28/2014							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)		Tabl	e I - No	n-Der	ivative S	Securitie	es Acqu	aired, Disposed of, or Beneficially Owned					
ecurity		2. Transaction Date (Month/Day/Year)	any	e, if	Code	ction	(A) or E (Instr. 3	Oisposed , 4 and 5 (A) or	of (D)	Beneficia Reported	Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock		02/28/2014			F		413 (1)	D	\$ 15.74	337,747		D			
Report on a s	separate line is	Table II -	Derivative Seco	urities	Acquir	Persont the f	sons wh tained ir form dis	o responding this formal of the forethe of the formal of the formal of the formal of the formal of t	orm are a curre eneficia	e not requently valid	uired to res	spond unle	ss	1474 (9-02)	
2. Conversion or Exercise Price of Derivative Security	Date	on 3A. Deemed Execution Da /Year) any	4. Transacti Code	5. Nu of De See Ac (A Di of (Ir	erivative curities equired ) or sposed (D) astr. 3,	6. D and (Mo	ate Exerc Expirationth/Day/	cisable on Date Year)	7. T Am Unc Sec (Ins 4)	Citle and count of derlying urities str. 3 and	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownershi (Instr. 4)	
	d Address of ag  RCULES TL, 31 ST.  N, MA 021  ecurity  Stock  Report on a second or Exercise Price of Derivative	(First) RCULES TECHNOLO L., 31 ST. JAMES A (Street)  N, MA 02116  (State)  ecurity  2. Conversion or Exercise Price of Derivative  3. Transactic (Month/Day)	ad Address of Reporting Person* ag  (Middle) RCULES TECHNOLOGY GROWTH L,, 31 ST. JAMES AVE., SUITE 790 (Street)  N, MA 02116 (State)  2. Transaction Date (Month/Day/Year)  2. Table II - Conversion or Exercise Price of Derivative  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issuer Name HERCULE CAPITAL IN Address of Reporting Person 2. Issuer Name HERCULE CAPITAL IN ADDRESS AVE., SUITE 790 (Street) 4. If Amendm In Amendment In In Amendment In Amendment In	ag	2. Issuer Name and Ticker HERCULES TECHNOCAPITAL INC [HTGO CAPITAL	2. Issuer Name and Ticker or Tr. HERCULES TECHNOLOGY CAPITAL INC [HTGC]  3. Date of Earliest Transaction (M 02/28/2014  3. Date of Earliest Transaction (M 02/28/2014  4. If Amendment, Date Original Foundation of Exercise (Month/Day/Year)  4. If Amendment, Date Original Foundation of Exercise (Month/Day/Year)  5. Transaction Date (Month/Day/Year)  6. Stock  6. Date (Month/Day/Year)  7. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  7. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  8. A. Deemed Execution Date, if Code (Instr. 8)  8. Date (Month/Day/Year)  9. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  1. Stock  2. Tansaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Stock  5. Stock  6. Date (Month/Day/Year)  9. Code (Instr. 8)  1. Stock  1. Stock  2. Stock  3. Transaction Code (Instr. 8)  9. Code (Instr. 8)  1. Stock  1. Stock  1. Stock  2. Stock  3. Transaction Code (Instr. 8)  9. Code (Instr. 8)  1. Stock  2. Stock  3. Transaction Code (Instr. 8)  1. Stock  2. Stock  3. Transaction Code (Instr. 8)  9. Code (Instr. 8)  1. Stock  1. Stock  1. Stock  2. Stock  3. Transaction Code (Instr. 8)  9. C	2. Issuer Name and Ticker or Trading Synther Cules Technology GRO 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) 02/28/2014  4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Date 6. D	d 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)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Transaction Date (Month/Day/Year)  6. Stock  6. Date Table I - Derivative Securities Acquired (A) or Disposed of Contained in this form are the form displays a curre (Code Derivative Securities Acquired (A)) or Date (Instr. 8)  7. Table II - Derivative Securities Acquired (A) or Beneficial (Instr. 8)  8. A. Deemed Execution Date, if any (Month/Day/Year)  8. Transaction Conversion Date or Exercise Price of Derivative Securities  8. A. Deemed Execution Date, if any (Month/Day/Year)  8. Transaction Code (A) or Disposed of OD (Instr. 8)  9. Table II - Derivative Securities Acquired, Disposed of or Beneficial (Instr. 8)  9. Transaction Code (A) or Beneficial (Instr. 8)  10. Date Exercisable and Expiration Date of OD (Instr. 3)  11. Transaction Number Code (Instr. 8)  12. Transaction Conversion Date (Execution Date, if any (Month/Day/Year)  13. Transaction Code (Instr. 8)  14. Transaction Number Code (Instr. 8)  15. Code (Month/Day/Year)  16. Date Exercisable and Expiration Date (Instr. 8)  17. Transaction Code (Instr. 3)  18. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  18. Date Expiration Trail	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]   Direct X Office	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]   5. Relationship of Reporting Person (Check all application of Check all application of Check all application (Check all application of Check all applica	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG]   5. Relationship of Reporting Person(s) to Issue   Dispector   Check all applicable)   CULLES TECHNOLOGY GROWTH CAPITAL INC [HTGG]   3. Date of Earliest Transaction (Month/Day/Year)   Cigree   Color   Cigree   Capital   Cap	

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address		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/ Michael Penney, Attorney-in-Fact for Parag Shah	03/03/2014
**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 February 28, 2014.

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.