# FORM 4

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

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

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. 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) 03/16/2014									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					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							ıuir	lired, Disposed of, or Beneficially Owned					
Date			Execution Execut	any		f Code (Instr. 8)		(A) or Disposed (Instr. 3, 4 and		Disposed 3, 4 and 5 (A) or	of (D 5)	Beneficia Reported (Instr. 3 a		ally Owned Following Transaction(s)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 03/16/2014			F		F		695 <mark>(1</mark>	D	\$ 15.3	3 3	329,855			D			
Report on a s	eparate fine to		- Deriv	vative Sec	curiti	es Acc	quire	Personta conta the fo	ons whained ir	o responding this for splays a	orm a curr nefici	re i rent	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. Numb of Deriva Securi Acqui (A) or Dispos of (D) (Instr.	ative ities red sed	6. Da and F (Mon	nte Exerci Expiration htth/Day/	cisable on Date Year)	7. A1 U1 Se (Ir 4)	Titl mou nder ecur nstr.	Amount or		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownersh (Instr. 4)
	d Address of ag  RCULES T L,, 31 ST.  N, MA 021  ecurity  Stock  Report on a s  Conversion or Exercise Price of Derivative	(First) RCULES TECHNOLO L., 31 ST. JAMES AV (Street) N, MA 02116 (State) ecurity  2. Conversion or Exercise Price of Derivative  3. Transactio Date (Month/Day/	d Address of Reporting Person* ag  (First) (Middle) RCULES TECHNOLOGY GROWT) L,, 31 ST. JAMES AVE., SUITE 79 (Street)  N, MA 02116  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Yea  A Stock 03/16/2014  Report on a separate line for each class of second conversion or Exercise Price of Derivative (Month/Day/Year)  One of Exercise Price of Derivative (Month/Day/Year)  A A. Deeme Execution I any (Month/Day/Year) (Month/Day/Year)	ag CA  Address of Reporting Person*  2. HE CA	2. Issuer Na HERCULE CAPITAL  3. Date of Ea 03/16/2014  3. Date of Ea 03/16/2014  4. If Amenda  3. MA 02116  3. MA 02116  3. Manual of Ea 03/16/2014  4. If Amenda  4. If Amenda  5. Transaction Date (Month/Day/Year)  6. Stock  6. Stock  7. Table II - Derivative Sec (e.g., puts, call  7. Transaction Date (Month/Day/Year)  8. Stock  7. Table II - Derivative Sec (e.g., puts, call  7. Transaction Date (Month/Day/Year)  9. A. Deemed Execution Da Execution Date (e.g., puts, call  7. Transaction Date (Month/Day/Year)  9. A. Deemed Execution Date (e.g., puts, call  7. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Name a HERCULES T CAPITAL INC COME Table 11 - Derivative Securitive Securitive Securitive Securitive Securitive Security  Table II - Derivative Securitice Code (Instr. 8)	2. Issuer Name and Time HERCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790  (Street)  2. Transaction Date (Month/Day/Year)  3. Table II Execution Date, if Code (Instr. all Execution Date, if Code (Instr. all Execution Date, if Code (Instr. all Execution Date) (Instr. all Execution Date, if Code (Instr. all Execution Date) (Instr. all E	2. Issuer Name and Ticker of HERCULES TECHNOI CAPITAL INC [HTGC]  RCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790  (Street)  4. If Amendment, Date Origin (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code (Instr. 8)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opt (Code) (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Tra HERCULES TECHNOLOG CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (All f Amendment, Date Original File (Month/Day/Year)  (Month/Day/Year)  (Stock)  (Zip)  (Zip)  (Zip)  (Zip)  (All f Amendment, Date Original File (Month/Day/Year)  (Month/Day/Year)  (All f Amendment, Date Original File (	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)  (Street)  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Execution Date, if Code (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date  (Month/Day/Year)  2. Transaction Date (Conversion or Exercise Price of Derivative Security Security  2. Transaction Date (Month/Day/Year)  3. Transaction Execution Date, if Code (Instr. 8)  Code V Amount (D)  Persons who respected e.g., puts, calls, warrants, options, convertible seed (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (c.g., puts, calls, warrants, options, convertible seed (Instr. 3, 4, and 5)  Date  (Month/Day/Year)  Date  Date  Date  Date  Execution Date, if Code (Instr. 8)  Code V Amount (D)  Persons who respected in this for the form displays and Expiration Date (Instr. 8)  Date  Date Expiration Disposed of (D) (Instr. 3, 4, and 5)  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Expiration Date  Date  Date  Date  Date  Expiration Date  Date	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)  5. MA 02116  7. MA 02116  7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 3) and 5  8. Stock  8. Stock  9. Jersons who respond to contained in this form a rich eform displays a curities of Code (Instr. 8)  1. Transaction (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Security  1. Table II - Derivative Securities Acquired (A) or Disposed of, or Benefic (Instr. 8)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Instr. 8)  1. Stock  1. Transaction (Month/Day/Year)  2. Transaction (Instr. 8)  3. Transaction (Instr. 8)  4. Securities Acquired (A) or Disposed of, or Benefic (Instr. 8)  1. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  3. Transaction (Instr. 8)  4. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  4. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  5. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  6. Date Exercisable and Expiration Date (Instr. 8)  6. Date Exercisable and Expiration Date (Instr. 8)  6. Date Exercisable and Expiration Date (Instr. 8)  8. Securities Acquired (A) or Disposed of (Instr. 8)  8. Securities Acquired (A) or Disposed of (Instr. 8)  9. Date Expiration Transaction (Instr. 8)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  COLLES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Coversion of Code (Month/Day/Year)  (Month/Day/Year)  2. Transaction Conversion Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Coversion of Code (Month/Day/Year)  (Month/Day/Year)  3. Transaction Coversion On a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the contained in this form are the form displays a current of Code (Month/Day/Year)  (Month/Day/Year)  2. Transaction Coversion On a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Coversion On Coversion O	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)  (Instr. 3)  5. Relation  Direct  A Orthor  (A) or (Instr. 3)  (Instr. 3)  5. Amount  6. Individual  (A) or (Instr. 3)  6. Individual  (A) or (Instr. 3)  7. Amount  (A) or (Instr. 3)  8. Applied  (A) or Disposed of (D)  (Instr. 3)  8. Applied  (A) or Original Filed(Month/Day/Year)  5. Amount  (A) or (Instr. 3)  6. Individual  (A) or (Instr. 3)  8. Amount  (A) or (Instr. 3)  8. Applied  (A) or Original Filed(Month/Day/Year)  5. Amount  (A) or (Instr. 3)  6. Individual  (A) or (Instr. 3)  8. Amount  (A) or Original Filed(Month/Day/Year)  (Instr. 3)  8. Amount (Instr. 3)  8. Amount  (A) or Original Filed(Month/Day/Year)  (Instr. 3)  8. Amount  (Instr. 3)  8. Date of Code  (Instr. 3)  8. Amount  (Instr. 3)  8. Date of Code  (Instr. 3)  8.	Address of Reporting Person* ag  2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  (Street)  3. Date of Farliest Transaction (Month/Day/Year) (State)  (Zip)  4. If Amendment, Date Original Filed(Month/Day/Year) (State)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  3. Transaction Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Month/Day/Year)  (Mont	Address of Reporting Person Bag	2. Issuer Name and Ticker or Trading Symbol   HERCULES TECHNOLOGY GROWTH   CAPITAL INC [HTGC]     CRULES TECHNOLOGY GROWTH   CAPITAL INC [HTGC]     CRuew   3. Date of Earliest Transaction (Month/Day/Year)     CRULES TECHNOLOGY GROWTH   CAPITAL INC [HTGC]     CRuew   3. Date of Earliest Transaction (Month/Day/Year)     CRULES TECHNOLOGY GROWTH   CAPITAL INC [HTGC]     CRuew   3. Date of Earliest Transaction (Month/Day/Year)     CRUEW   Capital   Capit

#### **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/ Michael Penney, Attorney-in-Fact for Parag Shah	03/18/2014
**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 March 16, 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.