## 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)																
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 10% Owner  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) 04/14/2014										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 Person Form filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu								cquir	tired, Disposed of, or Beneficially Owned				
(Instr. 3)		2. Transaction Date (Month/Day/Year	r) any			f Code (Instr. 8)			(A) or Disposed of (Instr. 3, 4 and 5)  (A) or		d of (1 5)	(D) 1 1 (	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Ownership of Form: Form: Direct (D)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock 04/14/20		04/14/2014				1	A	75,000 A \$ 13.83		.83	463,577		D				
Report on a s	separate line to		Deriv	ative Sec	curiti	ies Ac	quire	Personta conta the fo	ons whained in orm dis	o resp this for plays	orm a cui enefic	are rren	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
	Date	Execution D (Year) any	ate, if	4. Transac Code	tion	5. Numb of Deriv Secur Acqu (A) or Dispo of (D) (Instr 4, and	eative rative rities ired r osed ) . 3,	6. Da and E (Mon	te Exerc Expiration tth/Day/	sisable on Date Year) Expirati	7 L S (4	7. Titi Amou Under Secur (Instr.	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownersh (Instr. 4)
	ad Address of ag  RCULES T L,, 31 ST.  N, MA 021  Cecurity  Stock  Report on a s  Conversion or Exercise Price of Derivative	(First) RCULES TECHNOLO L., 31 ST. JAMES AY (Street)  N, MA 02116 (State)  Gecurity  2. Conversion or Exercise Price of Derivative  3. Transactic (Month/Day)	Address of Reporting Person ag  (First) (Middle) (RCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790 (Street)  (Street)  (State) (Zip)  (Conversion or Exercise Price of Derivative (Month/Day/Year)  (Address of Reporting Person again (Month/Day/Year)  (Middle) (Middle) (Middle) (Middle) (Middle) (Middle) (Middle) (Middle) (Address of Reporting Person again (Middle) (Street)  (Street)  (Zip)  (Zip)  (Zip)  (Zip)  (Anth/Day/Year)  (Anth/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)	ag CA  Address of Reporting Person*  2. HE CA	2. Issuer Nather Address of Reporting Person*  ag    Capital C	ag 2. Issuer Name a HERCULES T CAPITAL INC  (A) (First) (Middle) (CAPITAL INC)  (COLLES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790  (Street) 4. If Amendment,  (Street) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (A) Stock 04/14/2014  Report on a separate line for each class of securities beneficially on the Execution Date (Leg., puts, calls, was any (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Leg., puts, calls, was any (Month/Day/Year)  (Month/Day/Year) 3. Transaction Code (Instr. 8)	ad Address of Reporting Person— ag  2. Issuer Name and Ti HERCULES TECHOLOGY GROWTH CAPITAL INC [HT] 3. Date of Earliest Trans 04/14/2014  4. If Amendment, Date  (Street)  (Street)  (Street)  (Strate)  (Zip)  Table I Execution Date, if Goding (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A Stock  04/14/2014  Code (Linst)  Table II - Derivative Securities Acteges, puts, calls, warrant (A) of Execution Date, if Goding (Month/Day/Year)  2. Table II - Derivative Securities Acteges, puts, calls, warrant (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Derivative Securities Acteges, puts, calls, warrant (A) of Disposition of (Instr. 8)  Disposition of (Instr. 8)  (Instr. 8)  Derivative Securities Derivative Securiti	2. Issuer Name and Ticker of HERCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790  (Street)  (Street)  (State)  (Zip)  (State)  (Zip)  (A. If Amendment, Date Origin and Address of Securities beneficially owned directly and or Exercise Price of Derivative Security  (Month/Day/Year)  (State)  (Zip)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Instr. 8)  (Code (Instr. 8)  (Instr. 3)  (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Transaction (Month/Day/Year)   3. Date of Earliest Transaction (Month/Day/Year)   3. Date of Earliest Transaction (Month/Day/Year)   4. If Amendment, Date Original File (Month/Day/Year)   4. If Amendment, Date Original File (Month/Day/Year)   5. Transaction Date (Month/Day/Year)   6. Date (Month/Day/Year)   7. Table I - Non-Deri (Month/Day/Year)   7. Table II - Derivative Securities Acquired, Disconting (Month/Day/Year)   7. Table II - Derivative Securities Acquired, Disconting (Month/Day/Year)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   7. Table II - Derivative Securities Acquired (D)	2. Issuer Name and Ticker or Trading Synther CULES TECHNOLOGY GROCAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day 04/14/2014  4. If Amendment, Date Original Filed(Month N, MA 02116  3. Date of Earliest Transaction (Month/Day 04/14/2014  4. If Amendment, Date Original Filed(Month N, MA 02116  3. Date of Earliest Transaction (Month/Day 04/14/2014  4. If Amendment, Date Original Filed(Month N, MA 02116  3. Transaction Date of Code (Instr. 8)  4. Security  4. Stock  4. Stock  4. Transaction Date, if Original Filed(Month N) of Code (Instr. 8)  5. Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  6. Date Exercise Price of Derivative Security  8. A Deemed Execution Date, if Original Filed(Month N) of Date (Instr. 8)  7. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  6. Date Exercise Original Filed(Month N) of Date Original Filed(	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]     CRULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790     Street	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year) 04/14/2014  4. If Amendment, Date Original Filed(Month/Day/Year) 04/14/2014  5. Table I - Non-Derivative Securities Acquired (A) or Disposed of Gord Conversion On Date (Execution Date, in Code (Instr. 8) (Instr. 3) (Instr. 3) (Month/Day/Year)  7. Table II - Derivative Securities Acquired (A) or Disposed of Gord Conversion On Date (Month/Day/Year)  8. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  8. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  9. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  1. Stock  1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  1. Stock  1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  1. Stock  2. A. Deemed Execution Date, if Code (Instr. 8)  2. Code V Amount (D) Privative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  1. Stock  1. Stock  1. Stock  1. Stock  2. A. Deemed Execution Date, if Code (Instr. 8)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  2. Stock  3. Transaction (Month/Day/Year)  3. Transaction (Instr. 8)  4. Stock  2. Stock  3. Transaction (Instr. 8)  4. Stock  3. Transaction (Instr. 8)  4. Stock  4. Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  2. Stock  3. Transaction (Instr. 8)  4. Stock  4. Date Exercisable (Instr. 8)  5. Date Exercisable (Instr. 8)  6. Date Exercisable (Instr. 8)  6. Date Exercisable (Instr. 8)  6. Date Exercisable (Instr. 8)  7. Stock  8. Date Exercisable (Instr. 8)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTTGC]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Office (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Office (Month/Day/Year)  3. Transaction Office (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Office (Instr. 8)  3. Transaction Office (A) or Disposed of (D) (Instr. 8)  2. Transaction Office (Instr. 8)  3. Transaction Office (A) or Disposed of (D) (Instr. 8)  2. Transaction Office (Instr. 8)  3. Transaction Office (A) or Disposed of (D) (Instr. 8)  4. Securities Acquired (A) or Disposed of (D) (Instr. 8)  4. Date Exercisable Expiration Date (Instr. 8)  Date Exercisable Expiration Title Exercisable Expiration Title	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)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, (A) or Disposed of (D) Price (Instr. 3, and 5)  (Instr. 3, and 5)  (Instr. 3, and 5)  Aday, 37. Transaction apprice of Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A 75,000  (A)  (A)  (A)  (A)  (B)  (Instr. 3, and 5)  (Instr. 3, and 6)  (Instr. 3, and 6)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]   Series (Che Capital Filed Month/Day/Year)   S. Relationship of Reg (Che Capital Filed Month/Day/Year)   Series (Che Capital Filed Month/Day/Year)   S. Relationship of Reg (Che Capital Filed Month/Day/Year)   Series (Che Capital Filed Month/Day/Year)   S. Relationship of Reg (Che Capital Filed Month/Day/Year)   S. Relationship of R	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]   Senior Managing I	Address of Reporting Persons and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC (THTGC)  O (First) (Middle) O (CLUES TECHNOLOGY GROWTH CL., 31 ST.) AMES AVE., SUITE 790  4. If Amendment, Date Original Filed(Month/Day/Year) O (State)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  O (State)  Table I - Non-Derivative Securities Acquired, Original Filed(Month/Day/Year) O (Month/Day/Year)  O (Month/Day/Year)  O (Month/Day/Year)  A Table I - Non-Derivative Securities Acquired, Original Filed(Month/Day/Year)  O (Month/Day/Year)  O (M

#### **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	04/15/2014
**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) Restricted stock issued as a grant pursuant to the Amended and Restated Equity Incentive Plan vesting as to one-third of the shares on the one year anniversary of the grant date and vests as to the remaining shares in equal amounts on a quarterly basis over the two years following the initial vesting date.

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.