FORM 4

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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
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)																
1. Name and Address of Reporting Person* Shah Parag				2. Issuer Name and 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) 07/30/2014									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					
)	(State)	(Zip)			Ta	ble I	- Non	-Der	ivative S	Securiti	es Ac	quir	ed, Dispo	osed of, or l	Beneficially	Owned	
ecurity		2. Transaction Date (Month/Day/Year	Exec any	ution Da	ĺ	Code (Inst	e r. 8)	v	(A) or I (Instr. 3	(A) or	d of (I 5)	O)]	Reported Transaction(s) (Instr. 3 and 4)		Following (s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock		07/30/2014			F		7		505 (1)	D	\$ 16.8	88	392,016			D	
Report on a s	eparate fine to		· Deriv	ative Sec	curiti	les Ac	quire	Pers cont the f	ons wh ained in orm dis	o resp n this fo splays	orm a a cur	are irent	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
Title of Conversion or Exercise (Month/Day/Year) 3. Transaction 3A. Deemed Execution D and any		ate, if	4. 5 Transaction 1 Code (Instr. 8) 1		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		6. Date Exercisable and Expiration Date (Month/Day/Year)			7 A U S (I	. Titl	unt of rlying rities . 3 and Amount or		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct (or Indir (s) (I)	Beneficia Ownershi (Instr. 4)	
	d Address of ag CULES T L,, 31 ST. J, MA 021 ecurity Stock Report on a s Conversion or Exercise Price of Derivative	(First) CULES TECHNOLO L, 31 ST. JAMES A' (Street) I, MA 02116 (State) ecurity Stock Report on a separate line for Exercise Price of Derivative (Month/Day/	d Address of Reporting Person* (First) (Middle) (CULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790 (Street) J. MA 02116 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 07/30/2014 Report on a separate line for each class of security Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person* 2. HE CA (First) (Middle) CCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790 (Street) 4. If J. MA 02116 (State) (Zip) ecurity 2. 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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	07/31/2014
**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 July 30, 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.