# 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

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 X Officer (give title below) Other (specify below)				
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL,, 31 ST. JAMES AVE., SUITE 790			Ή 09/	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2014								Senic	r Managing .	Director	
BOSTON, MA 02116			4. If	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							ired, Disposed of, or Beneficially Owned				
ecurity		2. Transaction Date (Month/Day/Ye	Exec ar) any	cution Date, i	(Ins	e tr. 8)	v	(A) or I (Instr. 3	Disposed 3, 4 and 5 (A) or	of (D)	Benefic Reporte (Instr. 3	eneficially Owned Following eported Transaction(s)		Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 09/30/2014		09/30/2014				F		424 <sup>(1</sup>	D	\$ 14.46	321,695			D	
Report on a s	separate fine is		I - Deriv	vative Securi	ties Ac	equire	Pers cont the f	ons whained i	no responding this for splays a	orm an a curre	re not recently val	quired to re d OMB con	spond unle	ss	1474 (9-02)
2	2 Transactio	n 24 Doom		1 -		ts, op						9 Drigg of	0 Number	of 10	11. Natur
Conversion or Exercise	Date	Year) Execution any	Date, if	Transaction Code	Number a		and ?	nd Expiration Date Month/Day/Year)  S			nount of derlying curities str. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	hip of Indired Beneficia Ownersh (Instr. 4)  ect
				Code V	(A)	(D)				on Tit	or				
	d Address of ag  RCULES T L,, 31 ST.  J, MA 021  ecurity  Stock  Report on a s  Conversion or Exercise Price of Derivative	RCULES TECHNOLO L, 31 ST. JAMES A' (Street)  N, MA 02116  (State)  ecurity  2. Conversion or Exercise Price of Derivative  3. Transactic (Month/Day/	d Address of Reporting Person* ag  (First) (Middle) RCULES TECHNOLOGY GROWT L,, 31 ST. JAMES AVE., SUITE 79 (Street)  J, MA 02116  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Ye  Stock 09/30/2014  Report on a separate line for each class of second or Exercise Price of Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  34. Deem Execution any (Month/Day/Year)	d Address of Reporting Person*  2. HE CA	2. Issuer Name HERCULES 7 CAPITAL IN (Middle) RCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790 (Street)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities beneficially of the content	d Address of Reporting Person age	d Address of Reporting Person age 2. Issuer Name and Ticker HERCULES TECHNO CAPITAL INC [HTGC CAPITAL	d Address of Reporting Person* ag  2. Issuer Name and Ticker or TrateRCULES TECHNOLOGY CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original File Properties (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  A S. Transaction Code of (Instr. 8)  Persont Transaction Code of (Month/Day/Year)  (Month/Day/Year)  A S. Transaction Code of (Month/Day/Year)  (Month/Day/Year)  A S. Transaction Code of (Month/Day/Year)  A S. Transaction Code (Instr. 8)  A S. Transaction Code (Instr. 8)	Code   V   Amount   Amount	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)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) Or Code  (Instr. 8)  (A) Or Original Filed(Month/Day/Year)  (A) Or Or (Code)  (Instr. 8)  (A) Or Or (D)  (Instr. 8)  (A) Or Or (D)  (Instr. 8)  (A) Or Or (D)  (Instr. 8)  (B) Or Or Or (D)  (Instr. 8)  (Code)  (Instr. 8)  (In	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)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Transaction Date (Month/Day/Year)  6. Code (Month/Day/Year)  7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  8. Transaction Code (A) or Disposed of (D) (Instr. 8)  8. Transaction (Month/Day/Year)  8. Transaction Code (Natr. 8)  8. Transaction (Month/Day/Year)  9. Amount (D) Price (A) or Disposed of (D) (Instr. 8)  10. Code (Natr. 8)  11. Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  12. Transaction Conversion Date (e.g., puts, calls, warrants, options, convertible securities (Instr. 8)  13. Transaction Conversion Date (Month/Day/Year)  14. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 8)  15. Date Exercisable and Expiration Date (Instr. 8)  16. Date Exercisable and Expiration Date (Instr. 8)  17. Transaction Code (Instr. 8)  18. Date Expiration Trivialized (Instr. 8)  19. Date Expiration Trivialized (Instr. 3)  20. Date Expiration Trivialized (Instr. 3)  21. Date Expiration Trivialized (Instr. 3)  22. Deemed Execution Date (Instr. 8)  23. Deemed Execution Date (Instr. 8)  24. Deemed Execution Date (Instr. 8)  25. Date Exercisable (Instr. 8)  26. Date Exercisable (Instr. 3)  27. Deemed Exercisable (Instr. 8)  28. Date Expiration Trivialized (Instr. 3)  29. Date Expiration Trivialized (Instr. 3)  20. Date Expiration Trivialized (Instr. 3)  20. Date Expiration Trivialized (Instr. 3)  20. Date Exe	Address of Reporting Person age    2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year) (	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]   3. Date of Earliest Transaction (Month/Day/Year)   09/30/2014   3. Date of Earliest Transaction (Month/Day/Year)   09/30/2014   4. If Amendment, Date Original Filed(Month/Day/Year)   09/30/2014   5. Relationship of Reporting Person Form filed by More Reporting Person Form filed by More than One Reporting Person with Chapter of Date (Month/Day/Year)   09/30/2014   7. Table 1 - Non-Derivative Securities Acquired, (A) or Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3, 4 and 5)   0. Satistical Person Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)   0. Satistical Person Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)   0. Satistical Person Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)   0. Satistical Person Securities Acquired (A) or Disposed of (D) (Instr. 3)   0. Satistical Person Securities Person Person Securities Person Securiti	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG]   5. Relationship of Reporting Person(s) to Issue Director (Inches all applicable)

#### **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	09/30/2014
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 September 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.