# 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 <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) 12/04/2014									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 Acquired, Disposed of, or Beneficially Owned												
ecurity		2. Transaction Date (Month/Day/Year)	Execution I any	Date, i	f Cod (Ins	e tr. 8)	v	(A) or I (Instr. 3	Oisposed B, 4 and (A) or	d of (E 5)	D) H	Beneficia Reported	eneficially Owned Following eported Transaction(s)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 12/04/20		12/04/2014				F		2,272 (1)	D	\$ 15.5	53	249,562			D	
Report on a s	reparate line is	Table II - 1	Derivative S	ecuri	ties Ac	equire	Pers cont the f	ons when ained in the constant of the constant	no resp n this fo splays	orm a a cur enefic	are irent	not requ tly 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. Trans: Code (Instr.	8)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr	rative rities ired rosed	6. Dand (Mo	ate Exerc Expirationth/Day/	cisable on Date 'Year)	7. A U So (I 4)	. Titll	ant of rlying ities 3 and Amount or	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 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 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 - 1 Conversion or Exercise Price of Derivative  (Middle) (Middle) (Zip)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	2. Issuer N HERCUI CAPITA  3. Date of F 12/04/20  3. Date of F 12/04/20  3. Date of F 12/04/20  4. If Amend  4. If Amend  5. Stock  12/04/2014  Report on a separate line for each class of securities benefic  Table II - Derivative S (e.g., puts, car  2. Issuer N HERCUI CAPITA  3. Date of F 12/04/20  4. If Amend Execution I any (Month/Day/Year)  3. Date of F 12/04/20  4. If Amend Execution I any (Month/Day/Year)  3. Date of F 12/04/20  4. If Amend Execution I any (Month/Day/Year)  4. Transaction Date (Month/Day/Year) Price of Derivative Price of Derivative Price of Derivative Price of Derivative	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)  2. Table II - Derivative Securities beneficially of the conversion of Exercise Price of Derivative  2. Transaction Date (Month/Day/Year)  3. Date of Earlies 12/04/2014  4. If Amendment Execution Date, if any (Month/Day/Year)  4. Transaction Date (E.g., puts, calls, work) (Month/Day/Year)  4. Transaction Code (Instr. 8)	2. Issuer Name and THERCULES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790  (Street)  2. Transaction Date (Month/Day/Year)  3. Transaction Execution Date, if (Month/Day/Year)  2. Table II - Derivative Securities Ac(e.g., puts, calls, warran any (Month/Day/Year)  3. Transaction Code (Instr. 8) Derivative Security  4. Transaction Code Of Derivative Security  4. Transaction Code Of Code (Instr. 8) Deriv Security  Acqu (A) o Dispo	2. Issuer Name and Ticker of HERCULES TECHNO CAPITAL INC [HTGC OCAPITAL INC [HTGC OCAPITA	2. Issuer Name and Ticker or Tracker of Trac	2. Issuer Name and Ticker or Trading Sy HERCULES TECHNOLOGY GROWTH Ly, 31 ST. JAMES AVE., SUITE 790	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) 12/04/2014  4. If Amendment, Date Original Filed(Month/Day/Year) 12/04/2014  5. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5)  6. Date Execution Date, if Code (Instr. 8)  6. Date Code V Amount (D) Price (E.g., puts, calls, warrants, options, convertible security  7. Transaction Date (E.g., puts, calls, warrants, options, convertible securities of (Instr. 8)  8. Date Execution Date, if Code (Instr. 8)  8. Date Execution Date, if Code (Instr. 8)  9. Code V Amount (D) Price (E.g., puts, calls, warrants, options, convertible securities (E.g., puts, calls, warrants, options, convertible securities (Instr. 8)  9. Code V Amount (D) Price (E.g., puts, calls, warrants, options, convertible securities (E.g., puts, calls, warrants, options, convertible securities (Instr. 8)  1. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  1. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  1. Stock 12/04/2014 F 2,2272 D \$\frac{1}{12}\$ D \$\frac{1}{12}\$ S.	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]	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)  (Street)    4. If Amendment, Date Original Filed(Month/Day/Year)  (State)    2. Transaction Date (Month/Day/Year)  (Month/Day/Year)    2. Transaction Date (Month/Day/Year)  (Month/Day/Year)    2. Transaction Date (Month/Day/Year)  (Month/Day/Year)    2. Transaction Date of Larging Filed(Month/Day/Year)  (Month/Day/	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)   12/04/2014   12/04/2014   12/04/2014   13/04/2014   14/14   1	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG]   5. Relationship of Reporting Person(s) to Issue Difference of Check all applicable)   COLLES TECHNOLOGY GROWTH L., 31 ST. JAMES AVE., SUITE 790   4. If Amendment, Date Original FiledMonth/Day/Year)   4. If Amendment, Date Original FiledMonth/Day/Year)   4. If Amendment, Date Original FiledMonth/Day/Year)   6. Individual or Joint/Group Filing Check Application No. From files by More filed to Reporting Person   6. Individual or Joint/Group Filing Check Application No. From files by More filed to Reporting Person   6. Individual or Joint/Group Filing Check Application No. From files by More filed to Reporting Person   6. Individual or Joint/Group Filing Check Application No. From files by More filed to Reporting Person   7. From files by More filed to Reporting Person   7. From files by More filed to Reporting Person   7. From files by More filed to Reporting Person   7. From files by More filed to Reporting Person   7. From files by More filed to Report filed Person   7. 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### **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 L. Butler, Attorney-in-Fact for Parag Shah	12/08/2014
**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 December 4, 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.