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HERCULES TECHNOLOGY GROWTH CAPITAL INC

Form 4

December 24, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer GENERALE OF CHARLES IN DESCRIPTION OF CHA								Expires:	January 31,			
subject to Section 1 Form 4 o	GES IN I SECUR		ICIA	L OW	NERSHIP OF	Estimated a burden hour response	_					
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940												
(Print or Type Responses)												
Baron Jessica T Symbo			Symbol	Name and				5. Relationship of Reporting Person(s) to Issuer				
				TH CAPITAL INC [HTGC]				(Check all applicable)				
(Month/I				of Earliest Transaction /Day/Year)				Director 10% Owner X Officer (give title Other (specify below)				
C/O HERCULES TECHNOLOGY 12/24/2 GROWTH CAPITAL,, 400 HAMILTON AVE., SUITE 310				1/2013 CFO								
				ndment, Date Original nth/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				
TALOALI	0,, 6/1)+301							Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)			
				Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	12/24/2013			F	16 (1)	D	\$ 16.83	116,853	D			
Common Stock	12/24/2013			S	3,276	D	\$ 16.81	113,577	D			
Common Stock	12/24/2013			S	1,524	D	\$ 16.8	112,053	D			
Common Stock	12/24/2013			S	200	D	\$ 16.85	111,853	D			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date		Amour	nt of	Derivative	
	Security	or Exercise Price of		any	Code	of	(Month/Day/Year)		Underlying		Security	
	(Instr. 3)			(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	Securities	(Instr. 5)	
		Derivative				Securities	1	(Instr. 3 and 4)				
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration Date		Number		
							Exercisable			of		
					Code V	(A) (D)				Shares		
					Couc v	(II) (D)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baron Jessica T C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 400 HAMILTON AVE., SUITE 310 PALO ALTO,, CA 94301

CFO

Signatures

/s/ Michael Penney, Attorney-in-Fact for Jessica Baron

12/24/2013

**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 24, 2013.

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.

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