

HERCULES TECHNOLOGY GROWTH CAPITAL INC  
Form 8-A12B  
September 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) or (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Hercules Technology Growth Capital, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(Jurisdiction of Incorporation

or Organization)

**74-3113410**  
(IRS Employer

Identification No.)

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400 Hamilton Avenue, Suite 310, Palo Alto, California  
(Address of principal executive offices)

94301  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be so registered**

7.00% Senior Notes due 2019

**Name of each exchange on which each class is to be registered**

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  "

Securities Act registration statement file number to which this form relates: **333-179431**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

This Form 8-A is being filed in connection with Hercules Technology Growth Capital, Inc., a Maryland corporation (the **Registrant**), offering of its 7.00% Senior Notes due 2019 (the **September 2019 Notes**). The September 2019 Notes are expected to be listed on the New York Stock Exchange and to trade thereon on or around September 26, 2012 under the trading symbol HTGY. As of September 24, 2012, the Registrant had sold and issued \$75,000,000 in aggregate principal amount of the September 2019 Notes and granted an over-allotment option of up to \$11,250,000 in aggregate principal amount of the September 2019 Notes.

The description of the September 2019 Notes is incorporated herein by reference to the information set forth under the heading **Description of Our Debt Securities** in the Registrant's Prospectus included in the Registration Statement on Form N-2 (Registration No. 333-179431) as filed with the Securities and Exchange Commission (the **SEC**) on March 29, 2012 under the Securities Act of 1933, as amended (the **Securities Act**), and the information under the heading **Specific Terms of the Notes and the Offering** in the Registrant's Prospectus Supplement dated September 19, 2012, as filed with the SEC on September 20, 2012 pursuant to Rule 497 under the Securities Act. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits**

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

<b>Number</b>	<b>Exhibit</b>
4.1	Indenture, dated as of March 6, 2012, between the Registrant and U.S. Bank National Association (Filed as Exhibit (d)(7) to the Registrant's Post-Effective Amendment No. 1 on Form N-2 (Registration No. 333-179431), as filed on April 17, 2012 with the SEC, and incorporated herein by reference).
4.2	First Supplemental Indenture, dated as of April 17, 2012, between the Registrant and U.S. Bank National Association (Filed as Exhibit (d)(8) to the Registrant's Post-Effective Amendment No. 1 on Form N-2 (Registration No. 333-179431), as filed on April 17, 2012 with the SEC, and incorporated herein by reference).
4.3	Second Supplemental Indenture, dated as of September 24, 2012, between the Registrant and U.S. Bank National Association (Filed as Exhibit (d)(9) to the Registrant's Post-Effective Amendment No. 5 on Form N-2 (Registration No. 333-179431), as filed on September 24, 2012 with the SEC, and incorporated herein by reference).
4.4	Form of 7.00% Senior Note due 2019 (Filed as Exhibit (d)(13) to the Registrant's Post-Effective Amendment No. 5 on Form N-2 (Registration No. 333-179431), as filed on September 24, 2012 with the SEC, and incorporated herein by reference).

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 24, 2012

**HERCULES TECHNOLOGY GROWTH CAPITAL, INC.**

By: /s/ Jessica Baron  
Jessica Baron  
Chief Financial Officer

**EXHIBIT INDEX**

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