

Denomme Mark
Form 3
January 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *

Denomme Mark
(Last) (First) (Middle)

C/O HERCULES
TECHNOLOGY GROWTH
CAPITAL, 31 ST. JAMES
AVE., SUITE 790

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/15/2010

3. Issuer Name and Ticker or Trading Symbol

HERCULES TECHNOLOGY GROWTH CAPITAL INC
[HTGC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Senior Managing Director

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock \$0.001 par value	2,694	D	Â
Common Stock \$0.001 par value	2,700 ⁽¹⁾	D	Â
Common Stock \$0.001 par value	750 ⁽²⁾	D	Â
Common Stock \$0.001 par value	20,000 ⁽³⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to purchase common stock	Â (4)	09/25/2013	Common Stock \$.001 par value	30,000	\$ 12.19	D	Â
Options to purchase common stock	Â (5)	01/25/2014	Common Stock \$.001 par value	2,250	\$ 14.02	D	Â
Options to purchase common stock	Â (6)	02/25/2015	Common Stock \$.001 par value	7,163	\$ 12.2	D	Â
Options to purchase common stock	Â (7)	03/17/2016	Common Stock \$.001 par value	45,000	\$ 4.21	D	Â
Options to purchase common stock	Â (8)	08/15/2015	Common Stock \$.001 par value	5,500	\$ 10.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Denomme Mark C/O HERCULES TECHNOLOGY GROWTH CAPITAL 31 ST. JAMES AVE., SUITE 790 BOSTON, MA 02116	Â	Â	Â Senior Managing Director	Â

Signatures

/s/Scott Harvey Attorney-in-fact for Mark
Denomme 01/22/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock award issued as a grant subject to forfeiture restrictions of one-fourth lapsing on 02/25/2009, one-fourth lapsing on 02/25/2010, one-fourth lapsing on 02/25/2011 and one-fourth lapsing on 02/25/2012.
- (2) Restricted stock award issued as a grant subject to forfeiture restrictions of one-fourth lapsing on 08/15/2009, one-fourth lapsing on 08/15/2010, one-fourth lapsing on 8/15/2011 and one-fourth lapsing on 02/25/2012.
- (3) Restricted stock award issued as a grant subject to forfeiture restrictions of one-fourth lapsing on 03/17/2010 and the remaining three-fourths lapsing prorata over the following thirty six months ending 03/17/2013.
- (4) One-third of the options vest on 09/25/2007 and two-thirds of the options vest prorata over the following twenty four months ending 09/25/2009
- (5) One-third of the options vest on 01/25/2008 and two-thirds of the options vest prorata over the following twenty four months ending 01/25/2010.
- (6) One-third of the options vest on 02/25/2009 and two-thirds of the options vest prorata over the following twenty four months ending 02/25/2011.
- (7) One-third of the options vest on 03/17/2010 and two-thirds of the options vest prorata over the following twenty four months ending 03/17/2012.
- (8) One-third of the options vest on 08/15/2009 and two-thirds of the options vest prorata over the following twenty four months ending 08/15/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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