

HERCULES TECHNOLOGY GROWTH CAPITAL INC  
Form RW  
October 13, 2009

**Hercules Technology Growth Capital, Inc.**

**400 Hamilton Avenue, Suite 310**

**Palo Alto, CA 94301**

October 13, 2009

VIA EDGAR

United States Securities and Exchange Commission

Division of Investment Management

Attention: Mr. James O Connor, Esq.

100 F Street, N.E.

Washington, D.C. 20549

Re: Hercules Technology Growth Capital, Inc. - Form RW - Application for Withdrawal of  
Registration Statement No. 333-162146  
Ladies and Gentlemen:

Hercules Technology Growth Capital, Inc., a Maryland corporation (the Registrant ), hereby applies, pursuant to Rule 477(a) of the Securities Act of 1933, as amended (the Securities Act ), to withdraw its Registration Statement on Form N-2 (Registration No. 333-162146), together with all exhibits thereto (the Registration Statement ). The Registration Statement was originally filed with the Securities and Exchange Commission (the Commission ) on September 25, 2009.

The Registrant is requesting that the Commission withdraw the Registration Statement because, at the request of the Commission, the Registrant has re-filed the Registration Statement as a Post-Effective Amendment No.1 to its previous registration statement on Form N-2 (Registration No. 333-150403). The Registration Statement was not declared effective by the Commission and none of the Registrant's securities were sold pursuant to the Registration Statement.

Accordingly, the Registrant hereby respectfully requests that an order granting the withdrawal of the Registration Statement be issued by the Commission as soon as reasonably possible.

If you have questions regarding the foregoing application for withdrawal, please call Cynthia M. Krus at Sutherland Asbill & Brennan LLP, outside counsel to the Registrant, at (202) 383-0218.

Sincerely,

Hercules Technology Growth Capital, Inc.

By: /s/ H. Scott Harvey  
Name: H. Scott Harvey

Title: Chief Legal Officer