

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 <sup>(1)</sup>  | D | Â |
| Common Stock \$0.001 par value | 750 <sup>(2)</sup>    | D | Â |
| Common Stock \$0.001 par value | 20,000 <sup>(3)</sup> | 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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                                           | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                    |                                                                                                      |                                                             |
| Options to purchase<br>common stock           | Â (4)                                                                         | 09/25/2013         | Common<br>Stock<br>\$.001 par<br>value                                               | 30,000                           | \$ 12.19                                                           | D                                                                                                    | Â                                                           |
| Options to purchase<br>common stock           | Â (5)                                                                         | 01/25/2014         | Common<br>Stock<br>\$.001 par<br>value                                               | 2,250                            | \$ 14.02                                                           | D                                                                                                    | Â                                                           |
| Options to purchase<br>common stock           | Â (6)                                                                         | 02/25/2015         | Common<br>Stock<br>\$.001 par<br>value                                               | 7,163                            | \$ 12.2                                                            | D                                                                                                    | Â                                                           |
| Options to purchase<br>common stock           | Â (7)                                                                         | 03/17/2016         | Common<br>Stock<br>\$.001 par<br>value                                               | 45,000                           | \$ 4.21                                                            | D                                                                                                    | Â                                                           |
| Options to purchase<br>common stock           | Â (8)                                                                         | 08/15/2015         | Common<br>Stock<br>\$.001 par<br>value                                               | 5,500                            | \$ 10.49                                                           | D                                                                                                    | Â                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |                            |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                                            | Director      | 10% Owner | Officer                    | Other |
| Denomme Mark<br>C/O HERCULES TECHNOLOGY GROWTH CAPITAL<br>31 ST. JAMES AVE., SUITE 790<br>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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