

HERCULES TECHNOLOGY GROWTH CAPITAL INC
Form SC 13G/A
January 19, 2007

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response....14.5

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Hercules Technology Growth Capital, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

427096102

(CUSIP Number)

December 31, 2006

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

Page 1 of 28 Pages
Exhibit Index Found on Page 27

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 630,257 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
630,257 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
630,257 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

11 2.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 2 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

6 SHARED VOTING POWER
589,208 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
589,208 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
589,208 [See Preliminary Note]

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.6% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

Page 3 of 28 Pages

13G

=====
 CUSIP No. 427096102
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Institutional Partners II, L.P.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

 ** The reporting persons making this filing hold an
 aggregate of 2,006,181 Shares, which is 8.8% of the
 class of securities. The reporting person on this
 cover page, however, may be deemed a beneficial owner
 only of the securities reported by it on this cover
 page. [See Preliminary Note]

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 California

 5 SOLE VOTING POWER
 NUMBER OF 5 -0-
 SHARES -----
 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 337,546 [See Preliminary Note]

 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING 7 -0-
 PERSON WITH -----
 SHARED DISPOSITIVE POWER

8

337,546 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
337,546 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.5% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 4 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY -0-
6 SHARED VOTING POWER
334,146 [See Preliminary Note]

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

5	NUMBER OF	-0-
=====		
6	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
		115,024 [See Preliminary Note]
=====		
7		SOLE DISPOSITIVE POWER
8		-0-
=====		
8		SHARED DISPOSITIVE POWER
		115,024 [See Preliminary Note]
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		115,024 [See Preliminary Note]
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		0.5% [See Preliminary Note]
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
		PN
=====		

Page 6 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

```

=====
          CITIZENSHIP OR PLACE OF ORGANIZATION
4          Delaware
=====
          SOLE VOTING POWER
          5          -0-
NUMBER OF
          SHARES
          BENEFICIALLY OWNED BY
          EACH
          REPORTING PERSON WITH
          6          SHARED VOTING POWER
          2,006,181 [See Preliminary Note]
          7          SOLE DISPOSITIVE POWER
          -0-
          8          SHARED DISPOSITIVE POWER
          2,006,181 [See Preliminary Note]
=====
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9          2,006,181 [See Preliminary Note]
=====
          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
          CERTAIN SHARES (See Instructions)
10          [ ]
=====
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11          8.8% [See Preliminary Note]
=====
          TYPE OF REPORTING PERSON (See Instructions)
12          00
=====

```

Page 7 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

```

=====
          NAMES OF REPORTING PERSONS
          I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1          Chun R. Ding
=====
          CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
          (a) [ ]
          (b) [ X ]**
2

```

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 5 -0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 6 2,006,181 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH 7 -0-
REPORTING PERSON WITH 7 -0-

8 SHARED DISPOSITIVE POWER
EACH 8 2,006,181 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,006,181 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IN

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []
(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

SHARED VOTING POWER

6 2,006,181 [See Preliminary Note]

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 2,006,181 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,006,181 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles E. Ellwein [See Preliminary Note]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

-0-

EACH

SOLE DISPOSITIVE POWER

7

REPORTING PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF 5 -0-
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 6 2,006,181 [See Preliminary Note]
EACH

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 7 -0-

8 SHARED DISPOSITIVE POWER
2,006,181 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,006,181 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IN

13G

=====
 CUSIP No. 427096102
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

2

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

 3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 United States

 5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

 6 SHARED VOTING POWER
 2,006,181 [See Preliminary Note]

 7 SOLE DISPOSITIVE POWER
 -0-

 8 SHARED DISPOSITIVE POWER
 2,006,181 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,006,181 [See Preliminary Note]

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
 []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 8.8% [See Preliminary Note]

 TYPE OF REPORTING PERSON (See Instructions)
 12 IN

Page 12 of 28 Pages

13G

=====
 CUSIP No. 427096102
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 Douglas M. MacMahon [See Preliminary Note]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

 3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 United States

 SOLE VOTING POWER
 5
 NUMBER OF -0-

SHARED VOTING POWER
 6
 BENEFICIALLY OWNED BY 2,006,181 [See Preliminary Note]

SOLE DISPOSITIVE POWER
 7
 EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER
 8
 2,006,181 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 2,006,181 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

10 CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 13 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF 5 -0-
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 6 2,006,181 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH 7 -0-
REPORTING PERSON WITH

8 SHARED DISPOSITIVE POWER
8 2,006,181 [See Preliminary Note]

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,006,181 [See Preliminary Note]

=====

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

=====

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.8% [See Preliminary Note]

=====

12 TYPE OF REPORTING PERSON (See Instructions)
IN

=====

Page 14 of 28 Pages

13G

=====

CUSIP No. 427096102

=====

=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

=====

3 SEC USE ONLY

=====

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

=====

=====

5 SOLE VOTING POWER
NUMBER OF -0-

=====

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,006,181 [See Preliminary Note]

=====

EACH SOLE DISPOSITIVE POWER

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

7
 REPORTING PERSON WITH -----
 -0-
 SHARED DISPOSITIVE POWER
 8
 2,006,181 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,006,181 [See Preliminary Note]

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 8.8% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 15 of 28 Pages

13G

=====
 CUSIP No. 427096102
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Jason E. Moment

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 ** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

 5 SOLE VOTING POWER

NUMBER OF

-0-

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY                6                2,006,181 [See Preliminary Note]
=====
EACH                                  7                SOLE DISPOSITIVE POWER
REPORTING PERSON WITH                 -0-
=====
SHARED DISPOSITIVE POWER
8                2,006,181 [See Preliminary Note]
=====
9                AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
                2,006,181 [See Preliminary Note]
=====
10             CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
                CERTAIN SHARES (See Instructions)
                                           [   ]
=====
11             PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
                8.8% [See Preliminary Note]
=====
12             TYPE OF REPORTING PERSON (See Instructions)
                IN
=====

```

Page 16 of 28 Pages

13G

```

=====
CUSIP No. 427096102
=====

```

```

=====
1             NAMES OF REPORTING PERSONS
                I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

                Rajiv A. Patel
=====
2             CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**

                ** The reporting persons making this filing hold an
                    aggregate of 2,006,181 Shares, which is 8.8% of the
                    class of securities. The reporting person on this
                    cover page, however, may be deemed a beneficial owner
                    only of the securities reported by it on this cover
                    page. [See Preliminary Note]
=====
3             SEC USE ONLY
=====
                CITIZENSHIP OR PLACE OF ORGANIZATION
=====

```

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

4

United States

		SOLE VOTING POWER
5	NUMBER OF	-0-
	SHARES	SHARED VOTING POWER
6	BENEFICIALLY OWNED BY	2,006,181 [See Preliminary Note]
	EACH	SOLE DISPOSITIVE POWER
7	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
8		2,006,181 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,006,181 [See Preliminary Note]
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		8.8% [See Preliminary Note]
12	TYPE OF REPORTING PERSON (See Instructions)	
		IN

13G

=====
CUSIP No. 427096102
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Derek C. Schrier	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) []
		(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover

page. [See Preliminary Note]

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States

	SOLE VOTING POWER
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	-0-

6	SHARED VOTING POWER
	2,006,181 [See Preliminary Note]

7	SOLE DISPOSITIVE POWER
	-0-

8	SHARED DISPOSITIVE POWER
	2,006,181 [See Preliminary Note]

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,006,181 [See Preliminary Note]

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
	[]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	8.8% [See Preliminary Note]

12	TYPE OF REPORTING PERSON (See Instructions)
	IN

Page 18 of 28 Pages

13G

=====
CUSIP No. 427096102
=====

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Thomas F. Steyer

	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

2

** The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

SHARED VOTING POWER

6

2,006,181 [See Preliminary Note]

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

2,006,181 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,006,181 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.8% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

=====
CUSIP No. 427096102
=====

=====
NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

Mark C. Wehrly

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

**

The reporting persons making this filing hold an aggregate of 2,006,181 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3

SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

 SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

 SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,006,181 [See Preliminary Note]

EACH

 SOLE DISPOSITIVE POWER

7

REPORTING PERSON WITH

-0-

 SHARED DISPOSITIVE POWER

8

2,006,181 [See Preliminary Note]

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,006,181 [See Preliminary Note]

 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.8% [See Preliminary Note]

 TYPE OF REPORTING PERSON (See Instructions)

12

IN

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 14, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock, par value \$0.001 per share (the "Shares"), of Hercules Technology Growth Capital, Inc. (the "Company"). The Reporting Persons own, in aggregate, 1,873,701 Shares and 132,480 Warrants issued by the Company (the "Warrants"), each Warrant immediately exercisable for one Share. The Reporting Persons are filing this Schedule 13G to report their beneficial ownership of 2,006,181 Shares through their ownership of Shares and Warrants. All numbers and percentages contained in this Schedule 13G represent Shares (including Shares owned directly by the Reporting Persons and Shares deemed to be beneficially owned through the Warrants owned by the Reporting Persons) and not Warrants, unless stated otherwise. All percentages are based on the 16,188,402 Shares outstanding as of November 3, 2006 (as confirmed by the Company), plus the 5,700,000 Shares offered by the Company and an underwriter's option that was exercised to purchase an additional 840,000 Shares pursuant to a preliminary prospectus of the Company dated November 30, 2006, plus the additional Shares that would be issued if each Reporting Person exercised the Warrants it owns as of the date of this filing. The percentages do not assume the exercise of Warrants held by any other persons or entities. For information regarding the Warrants, see the Post-Effective Amendment No. 2 to the Company's Registration Statement filed on Form N-2 with the Securities and Exchange Commission on January 20, 2006.

This Schedule 13G reports that effective as of January 1, 2007, Douglas M. MacMahon became a managing member of Farallon Partners, L.L.C., a Reporting Person listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entity as of such date.

This Schedule 13G reports that effective as of April 3, 2006, Charles E. Ellwein resigned as a managing member of Farallon Partners, L.L.C., and Mr. Ellwein may therefore no longer be deemed a beneficial owner of the Company's securities reported herein.

Item 1. Issuer

(a) Name of Issuer:

Hercules Technology Growth Capital, Inc.

(b) Address of Issuer's Principal Executive Offices:

400 Hamilton Avenue, Suite 310, Palo Alto, California 94301

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

Page 21 of 28 Pages

This statement relates to shares of Common Stock, par value \$0.001 per share, of the Company. The CUSIP number of the Shares is 427096102.

Name Of Persons Filing, Address Of Principal Business Office And

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants);
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants);
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants);
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants); and
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants).

FCP, FCIP, FCIP II, FCIP III and Tincum are together referred to herein as the "Farallon Funds."

The Farallon General Partner

- (vi) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares beneficially owned by each of the Farallon Funds (through their ownership of Shares and Warrants).

The Farallon Managing Members

- (vii) The following persons who are, or solely with respect to Charles E. Ellwein were, managing members of the Farallon General Partner, with respect to the Shares beneficially owned by the Farallon Funds: Chun R. Ding

Page 22 of 28 Pages

("Ding"), William F. Duhamel ("Duhamel"), Charles E.

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Ellwein, Fried, Landry, MacMahon, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds and the Farallon General Partner is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity

Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This

Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Warrants in respect of which the Farallon Funds are deemed to beneficially own Shares are owned directly by the Farallon Funds. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. Other than Ellwein, the Farallon Individual Reporting Persons, as managing members of the Farallon General Partner with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. Each of the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The

Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form SC 13G/A

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 19, 2007

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P. and
TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for
each of Chun R. Ding, William F. Duhamel, Charles E. Ellwein,
Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen
L. Millham, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier,
Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D

Page 25 of 28 Pages

filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

Page 26 of 28 Pages

EXHIBIT INDEX

EXHIBIT 2

Joint Acquisition Statement Pursuant to
Section 240.13d-1(k)

Page 27 of 28 Pages

EXHIBIT 2
to

JOINT ACQUISITION STATEMENT
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 19, 2007

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P. and
TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for
each of Chun R. Ding, William F. Duhamel, Charles E. Ellwein,
Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen
L. Millham, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier,
Thomas F. Steyer and Mark C. Wehrly