

NeurogesX Inc
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. __)*

NeurogesX, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

641252 10 1

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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

x Rule 13d-1(b)

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“ 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*).

1. Names of Reporting Persons

Hercules Technology Growth Capital, Inc.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Maryland

5. Sole Voting Power

Number of

Shares 3,421,500
6. Shared Voting Power

Beneficially

Owned by

0
Each 7. Sole Dispositive Power

Reporting

Person 3,421,500
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,421,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

9.3%

12. Type of Reporting Person (see instructions)

CO (Business Development Company)

Item 1(a). Name of Issuer: NeurogesX, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2215 Bridgepointe Parkway, Suite 200

San Mateo, CA 94404

Item 2(a). Name of Person Filing: Hercules Technology Growth Capital, Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

400 Hamilton Ave., Suite 310

Palo Alto, CA 94301

Item 2(c). Citizenship: Maryland corporation

Item 2(d). Title of Class of Securities: Common Stock, \$0.001 par value

Item 2(e). CUSIP Number: 641252 10 1

Item 3. **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in section 3(a)(19) of the Act;
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) .. A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 3,421,500

(b) Percent of Class: 9.3%.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 33,333,119 shares of Common Stock issued and outstanding as of September 30, 2012 as reported in the Form 10-Q for the quarterly period ended September 30, 2011 filed by NeurogesX, Inc. on November 14, 2012.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 3,421,500

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,421,500

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of 5 Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than 5 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 or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a 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.

SIGNATURE

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

Dated: February 14, 2013

Hercules Technology Growth Capital, Inc.

By: /s/ Benjamin Bang

Name: Benjamin Bang

Title: Senior Counsel

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.