

HERCULES TECHNOLOGY GROWTH CAPITAL INC
Form SC 13G/A
March 17, 2006

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Hercules Technology Growth Capital, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

427096102

(CUSIP Number)

March 17, 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)

13G

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

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital 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 1,374,140 Shares, which is 13.3% 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
 California

		5	SOLE VOTING POWER
NUMBER OF			-0-
		6	SHARED VOTING POWER
SHARES			423,557 [See Preliminary Note]
BENEFICIALLY		7	SOLE DISPOSITIVE POWER
OWNED BY			-0-
EACH		8	SHARED DISPOSITIVE POWER
REPORTING			423,557 [See Preliminary Note]
PERSON WITH			

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 423,557 [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)

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

4.1% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 2 of 24 Pages

13G

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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 1,374,140 Shares, which is 13.3% 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
SHARES BENEFICIALLY OWNED BY 385,908 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
385,908 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

385,908 [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) 3.8% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions) PN

Page 3 of 24 Pages

13G

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

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. 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 1,374,140 Shares, which is 13.3% 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 -0- 6 SHARED VOTING POWER 242,622 [See Preliminary Note] 7 SOLE DISPOSITIVE POWER

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

REPORTING PERSON WITH ----- -0- -----

8 SHARED DISPOSITIVE POWER 242,622 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 242,622 [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) 2.4% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions) PN

Page 4 of 24 Pages

13G

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

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. 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 1,374,140 Shares, which is 13.3% 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

SOLE VOTING POWER

5

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

NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	242,622 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	242,622 [See Preliminary Note]
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	242,622 [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)	
	2.4% [See Preliminary Note]	
12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

13G

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tinicum Partners, L.P.

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 1,374,140 Shares, which is 13.3% 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
      New York
=====
      SOLE VOTING POWER
5      NUMBER OF
      -0-
      SHARED VOTING POWER
6      SHARES BENEFICIALLY OWNED BY EACH
      79,431 [See Preliminary Note]
      SOLE DISPOSITIVE POWER
7      REPORTING PERSON WITH
      -0-
      SHARED DISPOSITIVE POWER
8      79,431 [See Preliminary Note]
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      79,431 [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)
      0.8% [See Preliminary Note]
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

```

Page 6 of 24 Pages

13G

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

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. 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 ]**

```

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

** The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% 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      Delaware
=====
      SOLE VOTING POWER
      NUMBER OF          5      -0-
      SHARES
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          1,374,140 [See Preliminary Note]
      EACH
      REPORTING          7      SOLE DISPOSITIVE POWER
      PERSON WITH      -0-
      SHARED DISPOSITIVE POWER
      8      1,374,140 [See Preliminary Note]
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      1,374,140 [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)
      13.3% [See Preliminary Note]
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      OO
=====

```

13G

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

NAMES OF REPORTING PERSONS

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

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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 1,374,140 Shares, which is 13.3% 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
BENEFICIALLY
OWNED BY

6
1,374,140 [See Preliminary Note]

EACH

7
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

7
-0-

8
SHARED DISPOSITIVE POWER

8
1,374,140 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,374,140 [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)

11

13.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

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 1,374,140 Shares, which is 13.3% 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-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,374,140 [See Preliminary Note]
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-

	8	SHARED DISPOSITIVE POWER
		1,374,140 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,374,140 [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)

13.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

13G

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

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Charles E. Ellwein

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 1,374,140 Shares, which is 13.3% 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			-0-

		6	SHARED VOTING POWER
SHARES			
BENEFICIALLY OWNED BY			1,374,140 [See Preliminary Note]

		7	SOLE DISPOSITIVE POWER
EACH			
REPORTING PERSON WITH			-0-

		8	SHARED DISPOSITIVE POWER
			1,374,140 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,374,140 [See Preliminary Note]

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

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

13.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 10 of 24 Pages

13G

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

=====

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

=====

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

2

(a) []

(b) [X]**

**

The reporting persons making this filing hold an aggregate of 1,374,140 Shares, which is 13.3% 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
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

1,374,140 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

1,374,140 [See Preliminary Note]

=====

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

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,374,140 [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) 13.3% [See Preliminary Note]

12

TYPE OF REPORTING PERSON (See Instructions) IN

Page 11 of 24 Pages

13G

CUSIP No. 427096102

1

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Monica R. Landry

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 1,374,140 Shares, which is 13.3% 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

NUMBER OF SHARES BENEFICIALLY OWNED BY

5

SOLE VOTING POWER -0-

6

SHARED VOTING POWER 1,374,140 [See Preliminary Note]

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

EACH SOLE DISPOSITIVE POWER
7
REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER
8
1,374,140 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
1,374,140 [See Preliminary Note]

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
13.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)
12
IN

Page 12 of 24 Pages

13G

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

NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin

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 1,374,140 Shares, which is 13.3% 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

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

		SOLE VOTING POWER
5	NUMBER OF	-0-
=====		
	SHARES	SHARED VOTING POWER
6	BENEFICIALLY OWNED BY	1,374,140 [See Preliminary Note]

	EACH	SOLE DISPOSITIVE POWER
7	REPORTING PERSON WITH	-0-

		SHARED DISPOSITIVE POWER
8		1,374,140 [See Preliminary Note]

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,374,140 [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)	
	13.3% [See Preliminary Note]	

12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

13G

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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 1,374,140 Shares, which is 13.3% 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]

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

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
4 United States

SOLE VOTING POWER
5 NUMBER OF -0-

SHARED VOTING POWER
6 SHARES BENEFICIALLY OWNED BY 1,374,140 [See Preliminary Note]

SOLE DISPOSITIVE POWER
7 EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER
8 1,374,140 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 1,374,140 [See Preliminary Note]

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11 13.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)
12 IN

13G

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

NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jason E. Moment

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 1,374,140 Shares, which is 13.3% 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-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	1,374,140 [See Preliminary Note]
OWNED BY		SOLE DISPOSITIVE POWER
EACH	7	-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	1,374,140 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,374,140 [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)

13.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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 1,374,140 Shares, which is 13.3% 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-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,374,140 [See Preliminary Note]
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-

	8	SHARED DISPOSITIVE POWER
		1,374,140 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,374,140 [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)

13.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

13G

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

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Derek C. Schrier

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 1,374,140 Shares, which is 13.3% 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			-0-
		6	SHARED VOTING POWER
SHARES			1,374,140 [See Preliminary Note]
BENEFICIALLY		7	SOLE DISPOSITIVE POWER
OWNED BY			-0-
EACH		8	SHARED DISPOSITIVE POWER
REPORTING			1,374,140 [See Preliminary Note]
PERSON WITH			

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,374,140 [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)
 13.3% [See Preliminary Note]

12
 TYPE OF REPORTING PERSON (See Instructions)

IN

Page 17 of 24 Pages

13G

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

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Thomas F. Steyer

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 1,374,140 Shares, which is 13.3% 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-
6	SHARES BENEFICIALLY OWNED BY EACH	SHARED VOTING POWER
		1,374,140 [See Preliminary Note]
7	REPORTING PERSON WITH	SOLE DISPOSITIVE POWER
		-0-
8		SHARED DISPOSITIVE POWER
		1,374,140 [See Preliminary Note]

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 1,374,140 [See Preliminary Note]

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 13.3% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 18 of 24 Pages

13G

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

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Mark C. Wehrly

 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 1,374,140 Shares, which is 13.3% 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 1,374,140 [See Preliminary Note]

 7 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON WITH -0-

 8 SHARED DISPOSITIVE POWER

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

1,374,140 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
1,374,140 [See Preliminary Note]

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
13.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)
12
IN

Page 19 of 24 Pages

This Amendment No. 1 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").

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, 1,241,660 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 1,374,140 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 10,234,865 Shares outstanding as of March 17, 2006 (as confirmed by the Company) 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.

Item 1. Issuer

(a) Name of Issuer:

Hercules Technology Growth Capital, Inc.

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

525 University Avenue, Suite 700, Palo Alto, California 94301

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

Item 2. Identity And Background

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

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

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."

Page 20 of 24 Pages

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

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

owned by each of the Farallon Funds (through their ownership of Shares and Warrants).

The Farallon Managing Members

- (vii) The following persons who are managing members of the Farallon General Partner, with respect to the Shares beneficially owned by the Farallon Funds: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), 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, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

Page 21 of 24 Pages

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

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

deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. The Farallon Individual Reporting Persons, as managing members of the Farallon General Partner, 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.

Page 22 of 24 Pages

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.

Page 23 of 24 Pages

SIGNATURES

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: March 17, 2006

/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, 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

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

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 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.

Page 24 of 24 Pages