

HERCULES TECHNOLOGY GROWTH CAPITAL INC  
Form 8-K  
December 31, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 31, 2008**

**Hercules Technology Growth Capital, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Maryland</b> (State or other jurisdiction of incorporation) 400 Hamilton Ave., Suite 310 Palo Alto, CA (Name and Address of principal executive offices)	<b>814-00702</b> (Commission File No.)	<b>74-3113410</b> (I.R.S. Employer Identification No.) 94301 (Zip Code)
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Registrant's telephone number, including area code: **(650) 289-3060**

Not Applicable  
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions: (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition**

**On December 31, 2008 Hercules Technology Growth Capital, Inc., issued a press release announcing Estimated Taxable Income Spillover for Distribution in 2009, and Review of Its Distribution Policy. The text of the press release is included as an exhibit to this Form 8-K.**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated December 31, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERCULES  
TECHNOLOGY  
GROWTH CAPITAL,  
INC.

December 31, 2008

/s/ Scott Harvey

Scott Harvey  
Chief Legal Officer

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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
99.1	Press Release dated December 31, 2008