

HERCULES TECHNOLOGY GROWTH CAPITAL INC  
Form SC 13G/A  
January 11, 2008

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. 3) \***

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, 2007  
(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)

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

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)

Page 1 of 28 Pages

Exhibit Index Found on Page 27

13G

CUSIP No. 427096102

**NAMES OF REPORTING PERSONS**

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

**1**

Farallon Capital Partners, L.P.

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

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 2,806,181 Shares, which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

California

**SOLE VOTING POWER**

NUMBER OF

**5**

-0-

**SHARED VOTING POWER**

SHARES

BENEFICIALLY

**6**

OWNED BY

901,970

**SOLE DISPOSITIVE POWER**

EACH

**7**

-0-

**SHARED DISPOSITIVE POWER**

REPORTING

PERSON WITH

**8**

901,970

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

901,970

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

2.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 427096102

**NAMES OF REPORTING PERSONS**

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

**1**

**Farallon Capital Institutional Partners, L.P.**

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

(a)  ]

**2**

(b)  ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 2,806,181 Shares, which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

California

**SOLE VOTING POWER**

NUMBER OF

**5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY

**6**

OWNED BY

901,970  
**SOLE DISPOSITIVE POWER**

EACH

**7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH

**8**

901,970  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

901,970

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

2.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners II, L.P.

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

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 2,806,181 Shares, which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

445,309

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

445,309

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

445,309

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

1.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN



13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners III, L.P.

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

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 2,806,181 Shares, which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

388,027

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

388,027

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

388,027

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

1.2%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 427096102

**NAMES OF REPORTING PERSONS**

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

**1**

Tinicum Partners, L.P.

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

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 2,806,181 Shares, which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

New York

**SOLE VOTING POWER**

NUMBER OF

**5**

-0-

**SHARED VOTING POWER**

SHARES

BENEFICIALLY

**6**

OWNED BY

168,905

**SOLE DISPOSITIVE POWER**

EACH

**7**

-0-

**SHARED DISPOSITIVE POWER**

REPORTING

PERSON WITH

**8**

168,905

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

168,905

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

**0.5%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN