

HERCULES TECHNOLOGY GROWTH CAPITAL INC

Form 497

July 10, 2014

Table of Contents

Index to Financial Statements

Filed Pursuant to Rule 497  
Registration Statement No. 333-187447

## PROSPECTUS SUPPLEMENT

(To prospectus dated June 6, 2014)

**\$100,000,000**

**6.25% Notes due 2024**

We are an internally-managed, non-diversified closed-end management investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments.

We are offering \$100,000,000 in aggregate principal amount of 6.25% notes due 2024, or the Notes. The Notes will mature on July 30, 2024. We will pay interest on the Notes on January 30, April 30, July 30 and October 30 of each year, beginning on July 30, 2014. We may redeem the Notes in whole or in part at any time or from time to time on or after July 30, 2017, at the redemption price set forth under Specific Terms of the Notes and the Offering Optional redemption in this prospectus supplement. The Notes will be issued in minimum denominations of \$25 and integral multiples of \$25 in excess thereof.

The Notes will be our direct unsecured obligations and rank *pari passu*, or equally in right of payment, with all outstanding and future unsecured unsubordinated indebtedness issued by Hercules Technology Growth Capital, Inc.

We intend to list the Notes on the New York Stock Exchange, or NYSE, and we expect trading in the Notes on the NYSE to begin within 30 days of the original issue date under the symbol HTGX. The Notes are expected to trade flat, which means that purchasers will not pay, and sellers will not receive, any accrued and unpaid interest on the Notes that is not reflected in the trading price. Currently, there is no public market for the Notes.

**An investment in the Notes involves risks that are described in the Supplementary Risk Factors section beginning on page S-16 in this prospectus supplement and the Risk Factors section beginning on page 11 of the accompanying prospectus.**

This prospectus supplement and the accompanying prospectus contain important information you should know before investing in the Notes. Please read this prospectus supplement and the accompanying prospectus before investing and keep it for future reference. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission. This information is available free of charge by contacting us at 400 Hamilton Avenue, Suite 310, Palo Alto, California 94301, or by telephone by calling collect at (650) 289-3060 or on our website at www.htgc.com. The information on the websites referred to herein is not incorporated by reference into this prospectus supplement or the accompanying prospectus. The SEC also maintains a website at www.sec.gov that contains information about us.

|   | Per Note | Total          |
|---|----------|----------------|
| Public offering price                               | \$ 25.00 | \$ 100,000,000 |
| Sales load (underwriting discounts and commissions) | \$ 0.75  | \$ 3,000,000   |
| Proceeds to us (before expenses) <sup>(1)</sup>     | \$ 24.25 | \$ 97,000,000  |

<sup>(1)</sup> Before deducting expenses payable by us related to this offering, estimated at \$500,000.

The underwriters may also purchase up to an additional \$4,600,000 total aggregate principal amount of Notes offered hereby, to cover overallotments, if any, within 30 days of the date of this prospectus supplement. If the underwriters exercise this option in full, the total public offering price will be \$104,600,000, the total sales load (underwriting discounts and commissions) paid by us will be \$3,138,000, and total proceeds, before expenses will be \$101,462,000.

**THE NOTES ARE NOT DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.**

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.*

Delivery of the Notes in book-entry form only through The Depository Trust Company will be made on or about July 14, 2014.

*Joint Book-Running Managers*

**Keefe, Bruyette & Woods**

**Jefferies**

**RBC Capital Markets**

*A Stifel Company*

*Co-Managers*

**BB&T Capital Markets**

**Janney Montgomery Scott**

**JMP Securities**

**Sterne Agee**

The date of this prospectus supplement is July 9, 2014.

**Table of Contents**

**Index to Financial Statements**

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front cover of this prospectus supplement or such prospectus, as applicable. Our business, financial condition, results of operations and prospects may have changed since that date.

**TABLE OF CONTENTS**

**Prospectus Supplement**

|  |                    |
|--|--------------------|
| <u>SPECIFIC TERMS OF THE NOTES AND THE OFFERING</u>  | <b>Page</b><br>S-1 |
| <u>FORWARD-LOOKING STATEMENTS</u>                    | S-6                |
| <u>PROSPECTUS SUPPLEMENT SUMMARY</u>                 | S-8                |
| <u>SUPPLEMENTARY RISK FACTORS</u>                    | S-16               |
| <u>USE OF PROCEEDS</u>                               | S-20               |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u>            | S-21               |
|  | <b>Page</b>        |
| <u>CAPITALIZATION</u>                                | S-22               |
| <u>UNDERWRITING</u>                                  | S-23               |
| <u>UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u> | S-27               |
| <u>LEGAL MATTERS</u>                                 | S-31               |
| <u>EXPERTS</u>                                       | S-31               |
| <u>AVAILABLE INFORMATION</u>                         | S-31               |

**Prospectus**

|  |                  |
|--|------------------|
| <u>SUMMARY</u>   | <b>Page</b><br>1 |
| <u>FEES AND EXPENSES</u>   | 7                |
| <u>SELECTED CONSOLIDATED FINANCIAL DATA</u>  | 9                |
| <u>RISK FACTORS</u>  | 11               |
| <u>FORWARD-LOOKING STATEMENTS</u>  | 45               |
| <u>USE OF PROCEEDS</u>   | 47               |
| <u>PRICE RANGE OF COMMON STOCK AND DISTRIBUTIONS</u>   | 48               |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u>  | 51               |
| <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u> | 52               |
| <u>BUSINESS</u>  | 97               |
| <u>PORTFOLIO COMPANIES</u>   | 109              |
| <u>SENIOR SECURITIES</u>   | 133              |
| <u>MANAGEMENT</u>  | 135              |
| <u>CORPORATE GOVERNANCE</u>  | 141              |
| <u>EXECUTIVE COMPENSATION</u>  | 150              |
| <u>CONTROL PERSONS AND PRINCIPAL STOCKHOLDERS</u>  | 172              |

|  | <b>Page</b> |
|--|-------------|
| <u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>              | 174         |
| <u>CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>     | 175         |
| <u>REGULATION</u>  | 184         |
| <u>DETERMINATION OF NET ASSET VALUE</u>                            | 190         |
| <u>DIVIDEND REINVESTMENT PLAN</u>                                  | 194         |
| <u>DESCRIPTION OF CAPITAL STOCK</u>                                | 195         |
| <u>DESCRIPTION OF OUR PREFERRED STOCK</u>                          | 202         |
| <u>DESCRIPTION OF OUR SUBSCRIPTION RIGHTS</u>                      | 204         |
| <u>DESCRIPTION OF WARRANTS</u>                                     | 206         |
| <u>DESCRIPTION OF OUR DEBT SECURITIES</u>                          | 208         |
| <u>PLAN OF DISTRIBUTION</u>  | 221         |
| <u>BROKERAGE ALLOCATION AND OTHER PRACTICES</u>                    | 223         |
| <u>CUSTODIAN, TRANSFER AND DIVIDEND PAYING AGENT AND REGISTRAR</u> | 223         |
| <u>LEGAL MATTERS</u>   | 223         |
| <u>EXPERTS</u>   | 223         |
| <u>AVAILABLE INFORMATION</u>                                       | 224         |
| <u>INDEX TO FINANCIAL STATEMENTS</u>                               | F-1         |

**Table of Contents****Index to Financial Statements****SPECIFIC TERMS OF THE NOTES AND THE OFFERING**

*This prospectus supplement sets forth certain terms of the Notes that we are offering pursuant to this prospectus supplement and supplements the accompanying prospectus that is attached to the back of this prospectus supplement. This section outlines the specific legal and financial terms of the Notes. You should read this section together with the more general description of the Notes in the accompanying prospectus under the heading "Description of Our Debt Securities" before investing in the Notes. Capitalized terms used in this prospectus supplement and not otherwise defined shall have the meanings ascribed to them in the accompanying prospectus or in the indenture governing the Notes.*

|  |   |
|--|---|
| Issuer   | Hercules Technology Growth Capital, Inc.  |
| Title of the securities                          | 6.25% Notes due 2024  |
| Initial aggregate principal amount being offered | \$100,000,000   |
| Overallotment option                             | The underwriters may also purchase from us up to an additional \$4,600,000 aggregate principal amount of Notes to cover overallotments, if any, within 30 days of the date of this prospectus supplement.                     |
| Initial public offering price                    | 100% of the aggregate principal amount.   |
| Principal payable at maturity                    | 100% of the aggregate principal amount; the principal amount of each Note will be payable on its stated maturity date at the office of the Trustee in The City of New York or at such other office designated by the Trustee. |
| Type of Note                                     | Fixed rate note   |
| Listing  | We intend to list the Notes on the New York Stock Exchange within 30 days of the original issue date under the symbol HTGX.   |
| Interest rate                                    | 6.25% per year  |
| Day count basis                                  | 360-day year of twelve 30-day months  |
| Original issue date                              | July 14, 2014   |
| Stated maturity date                             | July 30, 2024   |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|                               |   |
|-------------------------------|---|
| Date interest starts accruing | July 14, 2014   |
| Interest payment dates        | Each January 30, April 30, July 30, and October 30, commencing July 30, 2014. If an interest payment date falls on a non-business day, the applicable interest payment will be made on the next business day and no additional interest will accrue as a result of such delayed payment.  |
| Interest periods              | The initial interest period will be the period from and including July 14, 2014, to, but excluding, the initial interest payment date, and the subsequent interest periods will be the periods from and including an interest payment date to, but excluding, the next interest payment date or the stated maturity date, as the case may be. |

S-1

**Table of Contents**

**Index to Financial Statements**

|                                   |  |
|-----------------------------------|--|
| Regular record dates for interest | Each January 15, April 15, July 15 and October 15.   |
| Specified currency                | U.S. Dollars   |
| Place of payment                  | New York City  |
| Ranking of Notes                  | <p>The Notes will be our direct unsecured obligations and will rank:</p> <p style="padding-left: 40px;"><i>pari passu</i> with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$72.8 million 6.00% Convertible Senior Notes due 2016 (the Convertible Senior Notes ); the approximately \$84.5 million 7.00% Senior Notes due April 30, 2019 (the April 2019 Notes ); the approximately \$85.9 million 7.00% Senior Notes due September 30, 2019 (the September 2019 Notes and together with the April 2019 Notes, the 2019 Notes ) and the approximately \$63.8 million fixed-rate asset-backed notes (the Asset-Backed Notes ).</p> <p style="padding-left: 40px;">senior to any of our future indebtedness that expressly provides it is subordinated to the Notes.</p> <p style="padding-left: 40px;">effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our credit facilities.</p> <p style="padding-left: 40px;">structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance (the Wells Facility ).</p> |
| Denominations                     | We will issue the Notes in denominations of \$25 and integral multiples of \$25 in excess thereof.   |
| Business day                      | Each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in New York City are authorized or required by law or executive order to close.   |
| Optional redemption               | The Notes may be redeemed in whole or in part at any time or from time to time at our option on or after July 30, 2017, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a   |



redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption.

You may be prevented from exchanging or transferring the Notes when they are subject to redemption. In case any Notes

S-2

**Table of Contents**

**Index to Financial Statements**

are to be redeemed in part only, the redemption notice will provide that, upon surrender of such Note, you will receive, without a charge, a new Note or Notes of authorized denominations representing the principal amount of your remaining unredeemed Notes. Any exercise of our option to redeem the Notes will be done in compliance with the indenture and the Investment Company Act of 1940, as amended, and the rules, regulations and interpretations promulgated thereunder, which we collectively refer to as the 1940 Act, to the extent applicable.

If we redeem only some of the Notes, the Trustee or DTC, as applicable, will determine the method for selection of the particular Notes to be redeemed, in accordance with the indenture and the 1940 Act and in accordance with the rules of any national securities exchange or quotation system on which the Notes are listed, in each case, to the extent applicable. Unless we default in payment of the redemption price, on and after the date of redemption, interest will cease to accrue on the Notes called for redemption.

Under our credit facility with Union Bank, N.A. (the Union Bank Facility), as currently in effect, and to the extent still in effect at the time our optional redemption right matures, we would not be permitted to exercise that right without the consent of the lenders.

Sinking fund

The Notes will not be subject to any sinking fund.

Repayment at option of Holders

Holdings will not have the option to have the Notes repaid prior to the stated maturity date.

Defeasance and covenant defeasance

The Notes are subject to defeasance by us.

The Notes are subject to covenant defeasance by us.

Under the Union Bank Facility, as currently in effect, we would be prohibited from defeasing the Notes or effecting covenant defeasance under the Notes without the consent of the lenders.

Form of Notes

The Notes will be represented by global securities that will be deposited and registered in the name of The Depository Trust Company, or DTC, or its nominee. Except in limited circumstances, you will not receive certificates for the Notes. Beneficial interests in the Notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Investors may elect to hold interests in the Notes through either DTC, if they are a participant, or indirectly through organizations which are participants in DTC.



**Table of Contents**

**Index to Financial Statements**

Trustee, Paying Agent and Security Registrar

U.S. Bank National Association

Other covenants

In addition to the covenants described in the prospectus attached to this prospectus supplement, the following covenants shall apply to the Notes:

We agree that for the period of time during which the Notes are outstanding, we will not violate Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions, whether or not we continue to be subject to such provisions of the 1940 Act, but giving effect, in either case, to any exemptive relief granted to us by the U.S. Securities and Exchange Commission (the "SEC"). These provisions generally prohibit us from making additional borrowings, including through the issuance of additional debt or the sale of additional debt securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowings.

We agree that for the period of time during which the Notes are outstanding, we will not violate Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions, giving effect to (i) any exemptive relief granted to us by the SEC and (ii) no-action relief granted by the SEC to another business development company ("BDC") (or to us if we determine to seek such similar no-action or other relief) permitting the BDC to declare any cash dividend or distribution notwithstanding the prohibition contained in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act in order to maintain the BDC's status as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986. These provisions generally prohibit us from declaring any cash dividend or distribution upon any class of our capital stock, or purchasing any such capital stock if our asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase.

Reports by the Company

If, at any time, we are not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934 to file any periodic reports with the SEC, we agree to furnish to holders of the Notes and the Trustee, for the period of time during which the Notes are outstanding, our audited annual consolidated financial statements, within 90 days of our fiscal year end, and unaudited interim consolidated financial statements, within 45 days of our fiscal quarter end (other than our fourth fiscal

**Table of Contents**

**Index to Financial Statements**

quarter). All such financial statements will be prepared, in all material respects, in accordance with applicable United States generally accepted accounting principles.

Modifications to events of default

The following events of default, as described in the prospectus attached to this prospectus supplement:

We do not pay the principal of, or any premium on, a debt security of the series on its due date, and do not cure this default within 5 days.

On the last business day of each of 24 consecutive calendar months, we have an asset coverage of less than 100%.

with respect to the Notes has been revised to read as follows:

We do not pay the principal of, or any premium on, any Note on its due date.

On the last business day of each of 24 consecutive calendar months, we have an asset coverage of less than 100%, giving effect to any exemptive relief granted to us by the SEC.

Global Clearance and Settlement Procedures

Interests in the Notes will trade in DTC's Same Day Funds Settlement System, and any permitted secondary market trading activity in such Notes will, therefore, be required by DTC to be settled in immediately available funds. None of the issuer, the Trustee or the paying agent will have any responsibility for the performance by DTC or its participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Use of Proceeds

We estimate that the net proceeds we receive from the sale of the \$100.0 million aggregate principal amount of Notes in this offering will be approximately \$96.5 million (or approximately \$101.4 million if the underwriters fully exercise their over-allotment option) after deducting the underwriting discount of approximately \$3.0 million (or approximately \$3.2 million if the underwriters fully exercise their over-allotment option) payable by us and estimated offering expenses of approximately \$500,000 payable by us. We expect to use the net proceeds from this offering to fund investments in debt and equity securities in accordance with our investment objective and for other general corporate purposes. We may also use the net proceeds from this offering to fund the conversion of any of our Convertible Senior Notes which holders may elect to convert.



**Table of Contents**

**Index to Financial Statements**

**FORWARD-LOOKING STATEMENTS**

The matters discussed in this prospectus supplement and the accompanying prospectus, as well as in future oral and written statements by management of Hercules Technology Growth Capital, that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, could, intends, target, project, believes, estimates, predicts, potential or continue or the negative of these terms or other similar words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, the availability of additional capital, and the ability to maintain certain debt to asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this prospectus should not be regarded as a representation by us that our plans or objectives will be achieved. The forward-looking statements contained in this prospectus supplement and the accompanying prospectus include statements as to:

our future operating results;

our business prospects and the prospects of our prospective portfolio companies;

the impact of investments that we expect to make;

the impact of a protracted decline in the liquidity of credit markets on our business;

our informal relationships with third parties including in the venture capital industry;

the expected market for venture capital investments and our addressable market;

the dependence of our future success on the general economy and its impact on the industries in which we invest;

our ability to access debt markets and equity markets;

the ability of our portfolio companies to achieve their objectives;

our expected financings and investments;

our regulatory structure and tax status;

our ability to operate as a business development company, a small business investment company and a regulated investment company, or RIC;

the adequacy of our cash resources and working capital;

the timing of cash flows, if any, from the operations of our portfolio companies;

the timing, form and amount of any dividend distributions;

the impact of fluctuations in interest rates on our business;

the valuation of any investments in portfolio companies, particularly those having no liquid trading market; and

our ability to recover unrealized losses.

For a discussion of factors that could cause our actual results to differ from forward-looking statements contained in this prospectus supplement and the accompanying prospectus, please see the discussion under **Supplementary Risk Factors** in this prospectus supplement and **Risk Factors** in the accompanying prospectus.



**Table of Contents**

**Index to Financial Statements**

You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made and are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933.

**Industry and Market Data**

We have compiled certain industry estimates presented in this prospectus supplement and the accompanying prospectus from internally generated information and data. While we believe our estimates are reliable, they have not been verified by any independent sources. The estimates are based on a number of assumptions, including increasing investment in venture capital and private equity-backed companies. Actual results may differ from projections and estimates, and this market may not grow at the rates projected, or at all. If this market fails to grow at projected rates, our business and the market price of our securities, including the Notes, could be materially adversely affected.

S-7

**Table of Contents**

**Index to Financial Statements**

**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights some of the information in this prospectus supplement and may not contain all of the information that is important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement and the accompanying prospectus and the documents that are referenced in this prospectus supplement and the accompanying prospectus, together with any accompanying supplements. In this prospectus supplement and the accompanying prospectus, unless the context otherwise requires, the Company, Hercules Technology Growth Capital, Hercules, we, us and our refer to Hercules Technology Growth Capital, Inc. and our wholly-owned subsidiaries.*

**Our Company**

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and energy and renewables technology industries at all stages of development. Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. We are an internally-managed, non-diversified closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, or the 1940 Act.

As of March 31, 2014, our total assets were approximately \$1.2 billion, of which our investments comprised \$890.7 million at fair value and \$887.6 million at cost. Since inception through March 31, 2014, we have made debt and equity commitments of approximately \$4.2 billion to our portfolio companies.

We also make investments in qualifying small businesses through two wholly-owned, small business investment company, or SBIC, subsidiaries, Hercules Technology II, L.P., or HT II, and Hercules Technology III, L.P., or HT III. HT II and HT III hold approximately \$143.7 million and \$290.0 million in assets, respectively, and accounted for approximately 9.5% and 19.3% of our total assets, respectively, prior to consolidation at March 31, 2014. As of March 31, 2014, the maximum statutory limit on the dollar amount of combined outstanding SBA guaranteed debentures is \$225.0 million, subject to periodic adjustments by the SBA. In aggregate, at March 31, 2014, with our net investment of \$112.5 million, HT II and HT III have the capacity to issue a total of \$225.0 million of SBA-guaranteed debentures, subject to SBA approval. In March 2014, we repaid \$34.8 million of SBA debentures under HT II, priced at approximately 6.38%, including annual fees. At March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries. See Regulation Small Business Administration Regulations in the accompanying prospectus for additional information regarding our SBIC subsidiaries.

Our portfolio is comprised of, and we anticipate that our portfolio will continue to be comprised of, investments in technology-related companies at various stages of development. Consistent with regulatory requirements, we invest primarily in United States based companies and, to a lesser extent, in foreign companies. See Regulation Qualifying Assets. As of March 31, 2014, our proprietary structured query language-based (SQL) database system included over 35,300 technology-related companies and approximately 8,900 venture capital, private equity sponsors/investors, as well as various other industry contacts. Our principal executive office is located in Palo Alto, CA, and we have additional offices in Boston, MA, New York, NY and McLean, VA.

Our goal is to be the leading structured debt financing provider of choice for venture capital backed companies in technology-related markets requiring sophisticated and customized financing solutions. Our strategy is to evaluate and invest in a broad range of companies in technology-related markets, including, technology, biotechnology, life science, and energy and renewables technology companies and to offer a full

## Table of Contents

### Index to Financial Statements

suite of growth capital products up and down the capital structure. We invest primarily in private companies and, to a lesser extent, public companies. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We use the term structured debt with warrants to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments will typically be secured by select or all of the assets of the portfolio company.

We focus our investments in companies active in technology industry sub-sectors characterized by products or services that require advanced technologies, including, but not limited to, computer software and hardware, networking systems, semiconductors, semiconductor capital equipment, information technology infrastructure or services, internet consumer and business services, telecommunications, telecommunications equipment, renewable or alternative energy, media and life science. Within the life science sub-sector, we generally focus on medical devices, bio-pharmaceutical, drug discovery, drug delivery, health care services and information systems companies. Within the energy technology sub-sector, we focus on sustainable and renewable energy technologies and energy efficiency and monitoring technologies. We refer to all of these companies as technology-related companies and intend, under normal circumstances, to invest at least 80% of the value of our total assets in such businesses.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. Our primary business objectives are to increase our net income, net operating income and net asset value by investing in structured debt with warrants and equity of venture capital-backed companies in technology-related markets with attractive current yields and the potential for equity appreciation and realized gains. Our structured debt investments typically include warrants or other equity interests. Our equity ownership in our portfolio companies may exceed 25% of the voting securities of such companies, which represents a controlling interest under the 1940 Act. In some cases, we receive the right to make additional equity investments in our portfolio companies in connection with future equity financing rounds. Capital that we provide directly to venture capital-backed companies in technology-related markets is generally used for growth and general working capital purposes as well as in select cases for acquisitions or recapitalizations.

We are prohibited from co-investing with our affiliates, such as Hercules Energy Technology and Resource Management, Inc., or Hercules Energy Technology, and its affiliates, absent the receipt of exemptive relief from the SEC. However, we, Hercules Energy Technology and its affiliates have filed an exemptive application with the SEC to permit greater flexibility to negotiate the terms of co-investments with Hercules Energy Technology and its affiliates in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. This exemptive application is still pending, and there can be no assurance that we will receive exemptive relief from the SEC to permit us to co-invest with Hercules Energy Technology and its affiliates. Under the terms of such relief permitting us to co-invest with Hercules Energy Technology and its affiliates, a required majority (as defined in Section 57(o) of the 1940 Act) of our independent directors must make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our shareholders and is consistent with our investment objective and strategies. We may continue to make investments in energy and renewables technology companies under certain conditions, such as opportunities predating the funding of Hercules Energy Technology, investments in our existing portfolio companies, including follow on investments, or other specific circumstances. We, in general, will not focus on making energy and renewables technology investments subsequent to the funding of Hercules Energy Technology.

As of March 31, 2014, our investment professionals, including Manuel A. Henriquez, our co-founder, Chairman, President and Chief Executive Officer, are currently comprised of 38 professionals who

**Table of Contents**

**Index to Financial Statements**

have, on average, more than 15 years of experience in venture capital, structured finance, commercial lending or acquisition finance with the types of technology-related companies that we are targeting. We believe that we can leverage the experience and relationships of our management team to successfully identify attractive investment opportunities, underwrite prospective portfolio companies and structure customized financing solutions.

**Our Market Opportunity**

We believe that technology-related companies compete in one of the largest and most rapidly growing sectors of the U.S. economy and that continued growth is supported by ongoing innovation and performance improvements in technology products as well as the adoption of technology across virtually all industries in response to competitive pressures. We believe that an attractive market opportunity exists for a specialty finance company focused primarily on investments in structured debt with warrants in technology-related companies for the following reasons:

Technology-related companies have generally been underserved by traditional lending sources;

Unfulfilled demand exists for structured debt financing to technology-related companies as the number of lenders has declined due to the recent financial market turmoil; and

Structured debt with warrants products are less dilutive and complement equity financing from venture capital and private equity funds.

***Technology-Related Companies are Underserved by Traditional Lenders.*** We believe many viable technology-related companies backed by financial sponsors have been unable to obtain sufficient growth financing from traditional lenders, including financial services companies such as commercial banks and finance companies, because traditional lenders have continued to consolidate and have adopted a more risk-averse approach to lending. More importantly, we believe traditional lenders are typically unable to underwrite the risk associated with these companies effectively.

## Table of Contents

### Index to Financial Statements

The unique cash flow characteristics of many technology-related companies, which typically include significant research and development expenditures and high projected revenue growth thus often making such companies difficult to evaluate from a credit perspective. In addition, the balance sheets of these companies often include a disproportionately large amount of intellectual property assets, which can be difficult to value. Finally, the speed of innovation in technology and rapid shifts in consumer demand and market share add to the difficulty in evaluating technology-related companies.

Due to the difficulties described above, we believe traditional lenders are generally refraining from entering the structured debt financing marketplace, instead preferring the risk-reward profile of asset based lending. Traditional lenders generally do not have flexible product offerings that meet the needs of technology-related companies. The financing products offered by traditional lenders typically impose on borrowers many restrictive covenants and conditions, including limiting cash outflows and requiring a significant depository relationship to facilitate rapid liquidation.

***Unfulfilled Demand for Structured Debt Financing to Technology-Related Companies.*** Private debt capital in the form of structured debt financing from specialty finance companies continues to be an important source of funding for technology-related companies. We believe that the level of demand for structured debt financing is a function of the level of annual venture equity investment activity.

We believe that demand for structured debt financing is currently underserved. The venture capital market for the technology-related companies in which we invest has been active and is continuing to show signs of increased investment activity. Therefore, to the extent we have capital available, we believe this is an opportune time to be active in the structured lending market for technology-related companies.

***Structured Debt with Warrants Products Complement Equity Financing From Venture Capital and Private Equity Funds.*** We believe that technology-related companies and their financial sponsors will continue to view structured debt securities as an attractive source of capital because it augments the capital provided by venture capital and private equity funds. We believe that our structured debt with warrants product provides access to growth capital that otherwise may only be available through incremental investments by existing equity investors. As such, we provide portfolio companies and their financial sponsors with an opportunity to diversify their capital sources. Generally, we believe technology-related companies at all stages of development target a portion of their capital to be debt in an attempt to achieve a higher valuation through internal growth. In addition, because financial sponsor-backed companies have reached a more mature stage prior to reaching a liquidity event, we believe our investments could provide the debt capital needed to grow or recapitalize during the extended period prior to liquidity events.

### **Our Business Strategy**

Our strategy to achieve our investment objective includes the following key elements:

***Leverage the Experience and Industry Relationships of Our Management Team and Investment Professionals.*** We have assembled a team of experienced investment professionals with extensive experience as venture capitalists, commercial lenders, and originators of structured debt and equity investments in technology-related companies.

***Mitigate Risk of Principal Loss and Build a Portfolio of Equity-Related Securities.*** We expect that our investments have the potential to produce attractive risk adjusted returns through current income, in the form of interest and fee income, as well as capital appreciation from equity-related securities. We seek to mitigate the risk of loss on our debt investments through the combination of loan principal amortization, cash interest payments, relatively short maturities (generally 12-60 months), security interests in the assets of our portfolio

## **Table of Contents**

### **Index to Financial Statements**

companies, and on select investment covenants requiring prospective portfolio companies to have certain amounts of available cash at the time of our investment and the continued support from a venture capital or private equity firm at the time we make our investment.

***Provide Customized Financing Complementary to Financial Sponsors' Capital.*** We offer a broad range of investment structures and possess expertise and experience to effectively structure and price investments in technology-related companies.

***Invest at Various Stages of Development.*** We provide growth capital to technology-related companies at all stages of development, including select publicly listed companies, select special opportunity lower middle market companies that require additional capital to fund acquisitions, recapitalizations and refinancing and established-stage companies.

***Benefit from Our Efficient Organizational Structure.*** We believe that our corporate structure enables us to be a long-term partner for our portfolio companies in contrast to traditional investment funds, which typically have a limited life. In addition, because of our access to the equity markets, we believe that we may benefit from a lower cost of capital than that available to private investment funds.

***Deal Sourcing Through Our Proprietary Database.*** We have developed a proprietary and comprehensive SQL database system to track various aspects of our investment process including sourcing, originations, transaction monitoring and post-investment performance.

## **Recent Developments**

### ***ATM Program Update***

During the period from June 1, 2014 to June 30, 2014 (with settlement through July 1, 2014), we sold 650,000 shares of our common stock at an average price of \$15.6495 per share, and raised \$10.2 million gross proceeds, under our at-the-market offering program, or ATM Program. Net proceeds were \$10.0 million after commissions to the broker-dealer on shares sold and offering costs.

### ***Appointment of Chief Operating Officer***

Effective July 8, 2014, the Company's Board of Directors appointed Harry A. Feuerstein as the Company's Chief Operating Officer. Mr. Feuerstein, age 52, joined the Company in July 2014. Mr. Feuerstein previously served as president and as a board member of Merryck & Co., Americas, and also served as an Operating Executive of Morgan Joseph Tri Artisan and as a Managing Director of W2 GreenTech. Prior to such roles, Mr. Feuerstein held several executive-level positions at Siemens USA, including as CEO of Siemens Government Inc., with experience in energy, technology and healthcare matters. Mr. Feuerstein is also the former CEO of a subsidiary of Trizechahn Corporation and was a partner at National Capital Companies and its related broker dealer. Mr. Feuerstein received his BA from Washington and Lee University, and he received an MBA from Hofstra University.

### ***Appointment of Director***

On July 8, 2014, our Board of Directors elected Mr. Thomas Fallon as a director of the Company. In connection with his election, the Board of Directors increased the size of the Board of Directors to four directors. There are no arrangements or understandings between Mr. Fallon and any other persons pursuant to which Mr. Fallon was elected as a director of the Company. Mr. Fallon will be entitled to applicable retainer and meeting fees and an option award pursuant to the Company's director compensation arrangements, under terms consistent with those previously disclosed by the Company. Mr. Fallon also will be entitled to enter into an indemnification agreement with the Company.

## **Table of Contents**

### **Index to Financial Statements**

Mr. Fallon joined the Company as a Director in 2014 and will hold office for a term expiring in 2015. Mr. Fallon has served as Chief Executive Officer of Infinera Corporation since June 2013 and as a member of Infinera's board of directors since July 2009. From January 2010 to June 2013, Mr. Fallon served as Infinera's President and Chief Executive Officer, and Mr. Fallon served as Infinera's Chief Operating Officer from October 2006 to December 2009, and as its Vice President of Engineering and Operations from April 2004 to September 2006. From August 2003 to March 2004, Mr. Fallon was Vice President, Corporate Quality and Development Operations of Cisco Systems, Inc., a networking and telecommunications company. From May 2001 to August 2003, Mr. Fallon served as General Manager of Cisco Systems' Optical Transport Business Unit. Mr. Fallon holds a B.S.M.E. and M.B.A. from the University of Texas at Austin, and is currently a member of the Engineering Advisory Board of the University of Texas at Austin.

#### ***Amendment to Union Bank Facility***

On July 8, 2014, the Company entered into an amendment to the Union Bank Facility. Pursuant to the terms of the amendment, the Company is permitted to increase its unsecured indebtedness by an aggregate original principal amount not to exceed \$275 million incurred after March 30, 2012 in one or more issuances, provided certain conditions are satisfied for each issuance.

#### ***Convertible Senior Notes***

In April 2011, we issued \$75.0 million in aggregate principal amount of 6.00% convertible senior notes, or the Convertible Senior Notes, due 2016. As of June 30, 2014, the carrying value of the Convertible Senior Notes, comprised of the aggregate principal amount outstanding less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes, is approximately \$73.1 million.

The Convertible Senior Notes are convertible into shares of our common stock beginning October 15, 2015, or, under certain circumstances, earlier. Upon conversion of the Convertible Notes, we have the choice to pay or deliver, as the case may be, at our election, cash, shares of our common stock or a combination of cash and shares of our common stock. The current conversion price of the Convertible Senior Notes is approximately \$11.49 per share of common stock, in each case subject to adjustment in certain circumstances. Upon meeting the stock trading price conversion requirement during the three months ended June 30, 2014, the Convertible Senior Notes became convertible on July 1, 2014 and continue to be convertible through September 30, 2014.

#### ***Portfolio Activity for Quarter Ended June 30, 2014***

##### ***New Originations***

During the quarter ended June 30, 2014, Hercules has originated approximately \$238.6 million of debt commitments to new and existing portfolio companies.

##### ***Commitments***

During the quarter ended June 30, 2014, Hercules made new commitments to the following thirteen companies, assisting in their future growth and development:

\$35.0 million commitment to Alimera Sciences, Inc., a biopharmaceutical company that specializes in the research, development and commercialization of prescription ophthalmic pharmaceuticals.

\$30.0 million commitment to Nanotherapeutics, Inc., an integrated biopharmaceutical company with a major focus on developing a diversified proprietary pipeline of products having both biodefense and medical applications.

## **Table of Contents**

### **Index to Financial Statements**

\$25.5 million commitment to CareCloud Corporation, a provider of cloud-based practice management, electronic health record, and medical billing software and services.

\$22.5 million commitment to SkyCross, Inc., a global designer and manufacturer of advanced antenna and RF solutions.

\$20.0 million commitment to a biomaterial company that manufactures and sells a broad range of medical devices.

\$15.0 million commitment to Celator Pharmaceuticals, Inc., a pharmaceutical company developing advanced therapies to treat cancer based identifying synergistic ratios of drugs that improve tumor cell kill.

\$15.0 million commitment to a software company that provides a commerce platform for retailers.

\$10.0 million commitment to Pong Research Corporation, which develops cases for the Apple iPhone, iPad, and Android smartphones to increase range and transmit stronger signal, while reducing exposure to wireless energy.

\$10.0 million commitment to Quanterix Corporation, a leader in high definition diagnostics, including its Simoa platform which uses single molecule measurements to access previously undetectable proteins.

\$10.0 million commitment to a specialty biopharmaceutical company focused on the development, manufacturing and commercialization of products for aesthetic medicine

\$10.0 million commitment to a company that develops specialty contact lenses.

\$4.5 million commitment to Poplicus, Inc., a software company that creates proprietary analytics from big data in the public sector.

\$4.0 million commitment to Zosano Pharma, Inc., a biopharmaceutical company developing a transdermal delivery technology for a broad range of therapeutic indications.

In addition, Hercules provided approximately \$27.1 million of debt commitments and renewals to existing portfolio companies during the quarter ended June 30, 2014.

It is important to note that certain commitments may expire without being drawn upon, and commitments do not necessarily represent future cash requirements or future earning assets for Hercules. Our commitments may include conditions, such as reaching certain milestones, before the Hercules debt commitment would become available. Hercules is instituting more funding or performance based milestone requirements to mitigate risk which will affect our actual funding levels.

#### *Principal Repayments*

During the quarter ended June 30, 2014, Hercules received approximately \$68.1 million in principal repayments, of which approximately \$38.7 million were unscheduled early repayments.

#### *Portfolio Company Liquidity Events*



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

In April 2014, Hercules portfolio company Glori Energy, Inc. (NASDAQ: GLRI) completed its \$185 million reverse merger with Infinity Cross Border Acquisition Corp. (NASDAQ: INXB) and closed a share tender offer and a warrant tender offer.

S-14

**Table of Contents**

**Index to Financial Statements**

*Current Companies in IPO Registration:*

During the quarter ended June 30, 2014, Hercules had warrant and equity positions in five (5) portfolio companies that had filed Registration Statements in contemplation of a potential IPO:

Box, Inc.

Dance Biopharm, Inc.

Good Technology

Zosano Pharma, Inc.

One company filed confidentially under the Jobs Act

There can be no assurances that these companies will complete their IPOs in a timely manner or at all.

**Corporate Information**

Our principal executive offices are located at 400 Hamilton Avenue, Suite 310, Palo Alto, California 94301, and our telephone number is (650) 289-3060. We also have offices in Boston, Massachusetts, New York, New York and McLean, Virginia. We maintain a website on the Internet at [www.htgc.com](http://www.htgc.com). Information contained in our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus, and you should not consider that information to be part of this prospectus.

**Table of Contents**

**Index to Financial Statements**

**SUPPLEMENTARY RISK FACTORS**

*Investing in our securities involves a number of significant risks. Before you invest in our securities, you should be aware of various risks, including those described below and those set forth in the accompanying prospectus. You should carefully consider these risk factors, together with all of the other information included in this prospectus supplement and the accompanying prospectus, before you decide whether to make an investment in our securities. The risks set out below and in the accompanying prospectus are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us may also impair our operations and performance. If any of the following events occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected which could materially adversely affect our ability to repay principal and interest on the Notes. In addition, the market price of the Notes and our net asset value could decline, and you may lose all or part of your investment. The risk factors described below, together with those set forth in the accompanying prospectus, are the principal risk factors associated with an investment in our securities, including the Notes, as well as those factors generally associated with an investment company with investment objectives, investment policies, capital structure or trading markets similar to ours.*

***The Notes will be unsecured and therefore will be effectively subordinated to any secured indebtedness we have currently incurred or may incur in the future.***

The Notes will not be secured by any of our assets or any of the assets of our subsidiaries. As a result, the Notes are effectively subordinated to any secured indebtedness we or our subsidiaries have currently incurred and may incur in the future (or any indebtedness that is initially unsecured to which we subsequently grant security) to the extent of the value of the assets securing such indebtedness. In any liquidation, dissolution, bankruptcy or other similar proceeding, the holders of any of our existing or future secured indebtedness and the secured indebtedness of our subsidiaries may assert rights against the assets pledged to secure that indebtedness in order to receive full payment of their indebtedness before the assets may be used to pay other creditors, including the holders of the Notes. As of March 31, 2014, we had no borrowings outstanding under our Union Bank Facility, which is secured by debt investments in our portfolio companies and related assets or our Wells Facility, which is secured by loans in the borrowing base for the Wells Facility.

***The Notes will be structurally subordinated to the indebtedness and other liabilities of our subsidiaries.***

The Notes are obligations exclusively of Hercules Technology Growth Capital, Inc. and not of any of our subsidiaries. None of our subsidiaries is a guarantor of the Notes and the Notes are not required to be guaranteed by any subsidiaries we may acquire or create in the future. A significant portion of the indebtedness required to be consolidated on our balance sheet is held through our SBIC subsidiaries. For example, at March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries. The assets of such subsidiaries are not directly available to satisfy the claims of our creditors, including holders of the Notes. See Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity and Capital Resources in the accompanying prospectus for more detail on the SBA-guaranteed debentures.

Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of our subsidiaries will have priority over our equity interests in such subsidiaries (and therefore the claims of our creditors, including holders of the Notes) with respect to the assets of such subsidiaries. Even if we are recognized as a creditor of one or more of our subsidiaries, our claims would still be effectively subordinated to any security interests in the assets of any such subsidiary and to any indebtedness or other liabilities of any such subsidiary senior to our claims. Consequently, the Notes will be structurally subordinated to all indebtedness and other liabilities (including trade payables) of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish as financing vehicles or otherwise. As of March 31, 2014, we had no borrowings outstanding under either our Wells Facility or our Union

---

**Table of Contents**

**Index to Financial Statements**

Bank Facility and approximately \$190.2 million of indebtedness outstanding incurred by our SBIC subsidiaries, HT II and HT III. All of such indebtedness would be structurally senior to the Notes. In addition, our subsidiaries may incur substantial additional indebtedness in the future, all of which would be structurally senior to the Notes.

*The indenture under which the Notes will be issued will contain limited protection for holders of the Notes.*

The indenture under which the Notes will be issued offers limited protection to holders of the Notes. The terms of the indenture and the Notes do not restrict our or any of our subsidiaries' ability to engage in, or otherwise be a party to, a variety of corporate transactions, circumstances or events that could have an adverse impact on your investment in the Notes. In particular, the terms of the indenture and the Notes will not place any restrictions on our or our subsidiaries' ability to:

issue securities or otherwise incur additional indebtedness or other obligations, including (1) any indebtedness or other obligations that would be equal in right of payment to the Notes, (2) any indebtedness or other obligations that would be secured and therefore rank effectively senior in right of payment to the Notes to the extent of the values of the assets securing such debt, (3) indebtedness of ours that is guaranteed by one or more of our subsidiaries and which therefore is structurally senior to the Notes and (4) securities, indebtedness or obligations issued or incurred by our subsidiaries that would be senior to our equity interests in our subsidiaries and therefore rank structurally senior to the Notes with respect to the assets of our subsidiaries, in each case other than an incurrence of indebtedness or other obligation that would cause a violation of Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions, whether or not we continue to be subject to such provisions of the 1940 Act, but giving effect, in either case, to any exemptive relief granted to us by the SEC (these provisions generally prohibit us from making additional borrowings, including through the issuance of additional debt or the sale of additional debt securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowings);

pay dividends on, or purchase or redeem or make any payments in respect of, capital stock or other securities ranking junior in right of payment to the Notes, in each case other than dividends, purchases, redemptions or payments that would cause a violation of Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act or any successor provisions giving effect to (i) any exemptive relief granted to us by the SEC and (ii) no-action relief granted by the SEC to another BDC (or to us if we determine to seek such similar no-action or other relief) permitting the BDC to declare any cash dividend or distribution notwithstanding the prohibition contained in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act in order to maintain the BDC's status as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986 (these provisions generally prohibit us from declaring any cash dividend or distribution upon any class of our capital stock, or purchasing any such capital stock if our asset coverage, as defined in the 1940 Act, is below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase);

sell assets (other than certain limited restrictions on our ability to consolidate, merge or sell all or substantially all of our assets);

enter into transactions with affiliates;

create liens (including liens on the shares of our subsidiaries) or enter into sale and leaseback transactions;

make investments; or

create restrictions on the payment of dividends or other amounts to us from our subsidiaries.

In addition, the indenture will not require us to offer to purchase the Notes in connection with a change of control or any other event.

S-17

**Table of Contents**

**Index to Financial Statements**

Furthermore, the terms of the indenture and the Notes do not protect holders of the Notes in the event that we experience changes (including significant adverse changes) in our financial condition, results of operations or credit ratings, as they do not require that we or our subsidiaries adhere to any financial tests or ratios or specified levels of net worth, revenues, income, cash flow, or liquidity.

Our ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the Notes may have important consequences for you as a holder of the Notes, including making it more difficult for us to satisfy our obligations with respect to the Notes or negatively affecting the trading value of the Notes.

Certain of our current debt instruments include more protections for their holders than the indenture and the Notes. See **Risk Factors**. In addition to regulatory requirements that restrict our ability to raise capital, our Credit Facilities, the Convertible Senior Notes and the 2019 Notes contain various covenants which, if not complied with, could accelerate repayment under the facility or require us to repurchase the Convertible Senior Notes and the 2019 Notes thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay dividends in the accompanying prospectus. In addition, other debt we issue or incur in the future could contain more protections for its holders than the indenture and the Notes, including additional covenants and events of default. The issuance or incurrence of any such debt with incremental protections could affect the market for and trading levels and prices of the Notes.

***An active trading market for the Notes may not develop or be maintained, which could limit the market price of the Notes or your ability to sell them.***

The Notes are a new issue of debt securities for which there currently is no trading market. We intend to list the Notes on the NYSE within 30 days of the original issue date. Although we expect the Notes to be listed on the NYSE, we cannot provide any assurances that an active trading market will develop for the Notes or that you will be able to sell your Notes. If the Notes are traded after their initial issuance, they may trade at a discount from their initial offering price depending on prevailing interest rates, the market for similar securities, our credit ratings, general economic conditions, our financial condition, performance and prospects and other factors. The underwriters have advised us that they intend to make a market in the Notes, but they are not obligated to do so. The underwriters may discontinue any market-making in the Notes at any time at their sole discretion. Accordingly, we cannot assure you that a liquid trading market will develop for the Notes, that you will be able to sell your Notes at a particular time or that the price you receive when you sell will be favorable. To the extent an active trading market does not develop, the liquidity and trading price for the Notes may be harmed. Accordingly, you may be required to bear the financial risk of an investment in the Notes for an indefinite period of time.

***If we Default on our obligations to pay our other indebtedness, we may not be able to make payments on the Notes.***

Any default under the agreements governing our indebtedness, including a default under the Wells Facility, the Union Bank Facility, the Convertible Senior Notes, the 2019 Notes, and the Asset-Backed Notes or other indebtedness to which we may be a party that is not waived by the required lenders or holders, and the remedies sought by the holders of such indebtedness could make us unable to pay principal, premium, if any, and interest on the Notes and substantially decrease the market value of the Notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under the Wells Facility and the Union Bank Facility or other debt we may incur in the future could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings

**Table of Contents**

**Index to Financial Statements**

against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to seek to obtain waivers from the required lenders under the Wells Facility or Union Bank Facility or the required holders of our Convertible Senior Notes, 2019 Notes, Asset-Backed Notes or other debt that we may incur in the future to avoid being in default. If we breach our covenants under the Wells Facility, Union Bank Facility, the Convertible Senior Notes, the 2019 Notes or other debt and seek a waiver, we may not be able to obtain a waiver from the required lenders or holders. If this occurs, we would be in default under the Wells Facility or Union Bank Facility, the Convertible Senior Notes, the 2019 Notes, the Asset-Backed Notes or other debt, the lenders or holders could exercise their rights as described above, and we could be forced into bankruptcy or liquidation. If we are unable to repay debt, lenders having secured obligations, including the lenders under the Wells Facility and the Union Bank Facility, could proceed against the collateral securing the debt. Because the Wells Facility, the Union Bank Facility and the Convertible Senior Notes have, and any future credit facilities will likely have, customary cross-default provisions, if the indebtedness under the Notes, the Wells Facility, Union Bank Facility, the Convertible Senior Notes, the 2019 Notes, or the Asset-Backed Notes or under any future credit facility is accelerated, we may be unable to repay or finance the amounts due. See Description of the Notes.

**Table of Contents**

**Index to Financial Statements**

**USE OF PROCEEDS**

We estimate that the net proceeds we will receive from the sale of the \$100.0 million aggregate principal amount of Notes in this offering will be approximately \$96.5 million (or approximately \$101.4 million if the underwriters fully exercise their overallotment option) after deducting the underwriting discount of approximately \$3.0 million (or approximately \$3.2 million if the underwriters fully exercise their overallotment option) payable by us and estimated offering expenses of approximately \$500,000 payable by us.

We expect to use the net proceeds from this offering to fund investments in debt and equity securities in accordance with our investment objective and for other general corporate purposes. We may also use the net proceeds from this offering to fund the conversion of any of our Convertible Senior Notes which holders may elect to convert.

We intend to seek to invest the net proceeds received in this offering as promptly as practicable after receipt thereof consistent with our investment objective. We anticipate that substantially all of the net proceeds from any offering of our securities will be used as described above within three to six months, depending on market conditions. We anticipate that the remainder will be used for working capital and general corporate purposes, including potential payments or distributions to shareholders. Pending such use, we will invest a portion of the net proceeds of this offering in short-term investments, such as cash and cash equivalents, which we expect will earn yields substantially lower than the interest income that we anticipate receiving in respect of investments in accordance with our investment objective.

S-20



**Table of Contents****Index to Financial Statements****RATIO OF EARNINGS TO FIXED CHARGES**

For the three month period ended March 31, 2014 and for the years ended December 31, 2013, 2012, 2011, 2010 and 2009, our ratio of earnings to fixed charges, computed as set forth below, were as follows:

|  | <b>For the<br/>three<br/>months<br/>ended<br/>March 31,<br/>2014</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2013</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2012</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2011</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2010</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2009</b> |
|--|--|---|---|---|---|---|
| Earnings to Fixed Charges <sup>(1)</sup> | 3.41   | 3.83  | 2.97  | 3.95  | 1.51  | 2.20  |

For purposes of computing the ratios of earnings to fixed charges, earnings represent net increase in stockholders' equity resulting from operations plus fixed charges. Fixed charges include interest and credit facility fees expense and amortization of debt issuance costs.

- (1) Earnings include net realized and unrealized gains or losses. Net realized and unrealized gains or losses can vary substantially from period to period.

**Table of Contents****Index to Financial Statements****CAPITALIZATION**

The following table sets forth (i) our actual capitalization as of March 31, 2014, and (ii) our capitalization as adjusted to give effect to the sale of \$100.0 million aggregate principal amount of Notes in this offering (assuming no exercise of the overallotment option) after deducting the underwriting discounts and commissions of approximately \$3.0 million payable by us and estimated offering expenses of approximately \$500,000 payable by us. You should read this table together with the Use of Proceeds section and our statement of assets and liabilities included elsewhere in this prospectus supplement.

|   | As of March 31, 2014        |                               |
|---|-----------------------------|-------------------------------|
|   | Actual<br>(in<br>thousands) | As Adjusted<br>(in thousands) |
| Investments at fair value   | \$ 890,662                  | \$ 890,662                    |
| Cash and cash equivalents   | \$ 224,538                  | \$ 321,038                    |
| Debt:   |                             |                               |
| Wells Facility  |                             |                               |
| Union Bank Facility   |                             |                               |
| Accounts payable and accrued liabilities  | \$ 8,962                    | 8,962                         |
| Long-term SBA debentures  | 190,200                     | 190,200                       |
| Convertible Senior Notes  | 72,789                      | 72,789                        |
| 2019 Notes  | 170,364                     | 170,364                       |
| Asset-Backed Notes  | 63,782                      | 63,782                        |
| Notes offered hereby  |                             | 100,000                       |
| Total debt  | \$ 506,097                  | \$ 606,097                    |
| Stockholders' equity:   |                             |                               |
| Common stock, par value \$0.001 per share; 100,000,000 shares authorized; 61,760,434 shares issued and outstanding <sup>(1)</sup> | \$ 62                       | \$ 62                         |
| Capital in excess of par value  | 656,869                     | 656,869                       |
| Unrealized appreciation (depreciation) on investments   | 2,607                       | 2,607                         |
| Accumulated realized gains (losses) on investments  | (10,368)                    | (10,368)                      |
| Undistributed net investment income   | 4,132                       | 4,132                         |
| Total stockholders' equity  | \$ 653,302                  | \$ 653,302                    |
| Total capitalization  | \$ 1,159,399                | \$ 1,259,399                  |

(1) Does not include the 650,000 shares of our common stock issued under our ATM Program.

**Table of Contents****Index to Financial Statements****UNDERWRITING**

We are offering the Notes described in this prospectus supplement and the accompanying prospectus through a number of underwriters. Keefe, Bruyette & Woods, Inc., Jefferies LLC and RBC Capital Markets, LLC are acting as representatives of the underwriters. We have entered into an underwriting agreement with the underwriters. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has severally and not jointly agreed to purchase from us, the aggregate principal amount of Notes listed next to its name in the following table:

| <b>Underwriter</b>                                       | <b>Principal Amount</b> |
|--|-------------------------|
| Keefe, Bruyette & Woods, Inc.                            | \$ 26,000,000           |
| Jefferies LLC  | 21,000,000              |
| RBC Capital Markets, LLC                                 | 21,000,000              |
| BB&T Capital Markets, a division of BB&T Securities, LLC | 8,000,000               |
| Janney Montgomery Scott LLC                              | 12,000,000              |
| JMP Securities LLC                                       | 4,000,000               |
| Sterne, Agee & Leach, Inc.                               | 8,000,000               |
| Total  | \$ 100,000,000          |

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the Notes sold under the underwriting agreement if any of these Notes are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the Notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Commissions and Discounts**

An underwriting discount of 3.0% per Note will be paid by us. This underwriting discount will also apply to any Notes purchased pursuant to the overallotment option.

The following table shows the total underwriting discounts and commissions that we are to pay to the underwriters in connection with this offering. The information assumes either no exercise or full exercise by the underwriters of their overallotment option.

|                                  | <b>Per Note</b> | <b>Without Option</b> | <b>With Option</b> |
|----------------------------------|-----------------|-----------------------|--------------------|
| Public offering price            | \$ 25.00        | \$ 100,000,000        | \$ 104,600,000     |
| Underwriting discount            | \$ 0.75         | \$ 3,000,000          | \$ 3,138,000       |
| Proceeds, before expenses, to us | \$ 24.25        | \$ 97,000,000         | \$ 101,462,000     |

The underwriters propose to offer some of the Notes to the public at the public offering price set forth on the cover page of this prospectus supplement and some of the Notes to certain other Financial Industry Regulatory Authority (FINRA) members at the public offering price less a concession not in excess of 2.00% of the aggregate principal amount of the Notes. The underwriters may allow, and the dealers may reallow, a discount not in excess of 1.20% of the aggregate principal amount of the Notes. After the initial offering of the Notes to



## **Table of Contents**

### **Index to Financial Statements**

the public, the public offering price and such concessions may be changed. No such change shall change the amount of proceeds to be received by us as set forth on the cover page of this prospectus supplement.

The expenses of the offering, not including the underwriting discount, are estimated at \$500,000 and are payable by us.

### **Overallotment Option**

We have granted an option to the underwriters to purchase up to an additional \$4,600,000 aggregate principal amount of the Notes offered hereby at the public offering price within 30 days from the date of this prospectus supplement solely to cover any overallotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional Notes proportionate to that underwriter's initial principal amount reflected in the above table.

### **No Sales of Similar Securities**

We have agreed not to directly or indirectly sell, offer to sell, enter into any agreement to sell, or otherwise dispose of, any debt securities issued by the Company which are substantially similar to the Notes or securities convertible into such debt securities which are substantially similar to the Notes for a period of 30 days after the date of this prospectus supplement without first obtaining the written consent of the representatives. This consent may be given at any time without public notice.

### **Listing**

The Notes are a new issue of securities with no established trading market. We intend to list the Notes on the NYSE. We expect trading in the Notes on the NYSE to begin within 30 days after the original issue date under the symbol HTGX. Currently there is no public market for the Notes.

We have been advised by the underwriters that they presently intend to make a market in the Notes after completion of the offering as permitted by applicable laws and regulations. The underwriters are not obligated, however, to make a market in the Notes and any such market-making may be discontinued at any time in the sole discretion of the underwriters without any notice. Accordingly, no assurance can be given as to the liquidity of, or development of a public trading market for, the Notes. If an active public trading market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected.

### **Price Stabilization, Short Positions**

In connection with the offering, the underwriters may purchase and sell Notes in the open market. These transactions may include overallotment, covering transactions and stabilizing transactions. Overallotment involves sales of securities in excess of the aggregate principal amount of securities to be purchased by the underwriters in the offering, which creates a short position for the underwriters. Covering transactions involve purchases of the securities in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions consist of certain bids or purchases of securities made for the purpose of preventing or retarding a decline in the market price of the securities while the offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased Notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

Any of these activities may cause the price of the Notes to be higher than the price that otherwise would exist in the open market in the absence of such transactions. These transactions may be affected in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time without any notice relating thereto.

**Table of Contents**

**Index to Financial Statements**

**Electronic Offer, Sale and Distribution of Notes**

The underwriters may make prospectuses available in electronic (PDF) format. A prospectus in electronic (PDF) format may be made available on a web site maintained by the underwriters, and the underwriters may distribute such prospectuses electronically. The underwriters may allocate a limited principal amount of the Notes for sale to their online brokerage customers.

**Other Relationships**

The underwriters and their affiliates have provided in the past and may provide from time to time in the future in the ordinary course of their business certain commercial banking, financial advisory, investment banking and other services to Hercules or our portfolio companies for which they have received or will be entitled to receive separate fees. In particular, the underwriters or their affiliates may execute transactions with Hercules or on behalf of Hercules or any of our portfolio companies.

The underwriters or their affiliates may also trade in our securities, securities of our portfolio companies or other financial instruments related thereto for their own accounts or for the account of others and may extend loans or financing directly or through derivative transactions to us or any of our portfolio companies.

We may purchase securities of third parties from the underwriters or their affiliates after the offering. However, we have not entered into any agreement or arrangement regarding the acquisition of any such securities, and we may not purchase any such securities. We would only purchase any such securities if among other things we identified securities that satisfied our investment needs and completed our due diligence review of such securities.

After the date of this prospectus supplement, the underwriters and their affiliates may from time to time obtain information regarding specific portfolio companies or us that may not be available to the general public. Any such information is obtained by the underwriters and their affiliates in the ordinary course of its business and not in connection with the offering of the Notes. In addition, after the offering period for the sale of the Notes, the underwriters or their affiliates may develop analyses or opinions related to Hercules or our portfolio companies and buy or sell interests in one or more of our portfolio companies on behalf of their proprietary or client accounts and may engage in competitive activities. There is no obligation on behalf of these parties to disclose their respective analyses, opinions or purchase and sale activities regarding any portfolio company or regarding us to our noteholders or any other persons.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the underwriters and their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such short positions could adversely affect future trading prices of the Notes offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The principal business address of Keefe, Bruyette & Woods, Inc. is 787 7th Avenue, Fifth Floor, New York, New York 10019. The principal business address of Jefferies LLC is 520 Madison Avenue, New York, NY 10022. The principal business address of RBC Capital Markets, LLC is 3 World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281.

**Table of Contents**

**Index to Financial Statements**

**Other Jurisdictions**

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the Notes offered by this prospectus supplement in any jurisdiction where action for that purpose is required. The Notes offered by this prospectus supplement may not be offered or sold, directly or indirectly, nor may this prospectus supplement or any other offering material or advertisements in connection with the offer and sale of any such Notes be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus supplement comes are advised to inform themselves about and to observe any restriction relating to the offering and the distribution of this prospectus supplement. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy the Notes offered by this prospectus supplement and the accompanying prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

---

**Table of Contents**

**Index to Financial Statements**

**UNITED STATES FEDERAL INCOME TAX CONSEQUENCES**

The following discussion is a general summary of the material U.S. federal income tax considerations (and, in the case of a non-U.S. holder (as defined below), the material U.S. federal estate tax consequences) applicable to an investment in the Notes. This summary does not purport to be a complete description of the income and estate tax considerations applicable to such an investment. The discussion is based upon the Internal Revenue Code of 1986, as amended (the Code), Treasury Regulations, and administrative and judicial interpretations, each as of the date of this prospectus supplement and all of which are subject to change, potentially with retroactive effect. You should consult your own tax advisor with respect to tax considerations that pertain to your purchase of our Notes.

This discussion deals only with Notes held as capital assets within the meaning of Section 1221 of the Code and does not purport to deal with persons in special tax situations, such as financial institutions, insurance companies, controlled foreign corporations, passive foreign investment companies and regulated investment companies (and shareholders of such corporations), dealers in securities or currencies, traders in securities, former citizens of the United States, persons holding the Notes as a hedge against currency risks or as a position in a straddle, hedge, constructive sale transaction or conversion transaction for tax purposes, entities that are tax-exempt for U.S. federal income tax purposes, retirement plans, individual retirement accounts, tax-deferred accounts, persons subject to the alternative minimum tax, pass-through entities (including partnerships and entities and arrangements classified as partnerships for U.S. federal income tax purposes) and beneficial owners of pass-through entities, or persons whose functional currency is not the U.S. dollar. It also does not deal with beneficial owners of the Notes other than original purchasers of the Notes who acquire the Notes in this offering for a price equal to their original issue price (*i.e.*, the first price at which a substantial amount of the Notes is sold other than to bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). If you are considering purchasing the Notes, you should consult your own tax advisor concerning the application of the U.S. federal income tax laws to you in light of your particular situation, as well as any consequences to you of purchasing, owning and disposing of the Notes under the laws of any other taxing jurisdiction.

For purposes of this discussion, the term U.S. holder means a beneficial owner of a Note that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or of any political subdivision thereof, (iii) a trust (a) subject to the control of one or more U.S. persons and the primary supervision of a court in the United States, or (b) that existed on August 20, 1996 and has made a valid election (under applicable Treasury Regulations) to be treated as a domestic trust, or (iv) an estate the income of which is subject to U.S. federal income taxation regardless of its source. The term non-U.S. holder means a beneficial owner of a Note that is neither a U.S. holder nor a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes).

If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds any Notes, the U.S. federal income tax treatment of a partner of the partnership generally will depend upon the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partnerships holding Notes, and the persons holding interests in such partnerships, should consult their own tax advisors as to the consequences of investing in the Notes in their individual circumstances.

**Taxation of Note Holders**

**Taxation of U.S. Holders.** Payments or accruals of interest on a Note generally will be taxable to a U.S. holder as ordinary interest income at the time they are received (actually or constructively) or accrued, in accordance with the U.S. holder's regular method of tax accounting.



---

**Table of Contents****Index to Financial Statements**

Upon the sale, exchange, redemption, retirement or other taxable disposition of a Note, a U.S. holder generally will recognize capital gain or loss equal to the difference between the amount realized on the sale, exchange, redemption, retirement or other taxable disposition (excluding amounts representing accrued and unpaid interest, which are treated as ordinary income to the extent not previously included in income) and the U.S. holder's adjusted tax basis in the Note. A U.S. holder's adjusted tax basis in a Note generally will equal the U.S. holder's initial investment in the Note. Capital gain or loss generally will be long-term capital gain or loss if the U.S. holder's holding period in the Note was more than one year. Long-term capital gains generally are taxed at reduced rates for individuals and certain other non-corporate U.S. holders and the deductibility of capital losses is subject to limitations.

**Taxation of Non-U.S. Holders.** A non-U.S. holder generally will not be subject to U.S. federal income or withholding taxes on payments of principal or interest on a Note provided that (i) income on the Note is not effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States, (ii) the non-U.S. holder is not a controlled foreign corporation related to the Company through stock ownership, (iii) in the case of interest income, the non-U.S. holder is not a bank receiving interest described in Section 881(c)(3)(A) of the Code, (iv) the non-U.S. holder does not own (directly or indirectly, actually or constructively) 10% or more of the total combined voting power of all classes of stock of the Company, and (v) the non-U.S. holder provides a statement in the year in which a payment occurs or in the preceding 3 years, on an Internal Revenue Service (IRS) Form W-8BEN, Form W-8BEN-E, or other applicable form signed under penalties of perjury that includes its name and address and certifies that the non-U.S. holder is the beneficial owner and is not a U.S. person in compliance with applicable requirements, or satisfies documentary evidence requirements for establishing that it is a non-U.S. holder.

A non-U.S. holder that is not exempt from tax under these rules generally will be subject to U.S. federal income tax withholding on payments of interest on the Notes at a rate of 30% unless (i) the income is effectively connected with the conduct of a U.S. trade or business, so long as the non-U.S. holder has provided an IRS Form W-8ECI or substantially similar substitute form stating that the interest on the Notes is effectively connected with the non-U.S. holder's conduct of a trade or business in the U.S. in which case the interest will be subject to U.S. federal income tax on a net income basis as applicable to U.S. holders generally (unless an applicable income tax treaty provides otherwise), or (ii) an applicable income tax treaty provides for a lower rate of, or exemption from, withholding tax. To claim the benefit of an income tax treaty or to claim exemption from withholding because income is effectively connected with a U.S. trade or business, the non-U.S. holder must timely provide the appropriate, properly executed IRS forms. These forms may be required to be periodically updated.

In the case of a non-U.S. holder that is a corporation and that receives income that is effectively connected with the conduct of a U.S. trade or business, such income may also be subject to a branch profits tax (which is generally imposed on a non-U.S. corporation on the actual or deemed repatriation from the United States of earnings and profits attributable to a U.S. trade or business) at a 30% rate. The branch profits tax may not apply (or may apply at a reduced rate) if the non-U.S. holder is a qualified resident of a country with which the United States has an income tax treaty.

Generally, a non-U.S. holder will not be subject to U.S. federal income or withholding taxes on any amount that constitutes capital gain upon the sale, exchange, redemption, retirement or other taxable disposition of a Note, provided that the gain is not effectively connected with the conduct of a trade or business in the United States by the non-U.S. holder (and, if required by an applicable income tax treaty, is not attributable to a United States permanent establishment maintained by the non-U.S. holder). Non-U.S. holders should consult their own tax advisors with regard to whether taxes will be imposed on capital gain in their individual circumstances.

A Note that is held by an individual who, at the time of death, is not a citizen or resident of the United States (as specially defined for U.S. federal estate tax purposes) generally will not be subject to the U.S. federal estate tax, unless, at the time of death, (i) such individual directly or indirectly, actually or constructively, owns ten percent or more of the total combined voting power of all classes of our stock entitled to vote within the meaning

**Table of Contents**

**Index to Financial Statements**

of Section 871(h)(3) of the Code and the Treasury Regulations thereunder or (ii) such individual's interest in the Notes is effectively connected with the individual's conduct of a U.S. trade or business.

***Information Reporting and Backup Withholding.*** A U.S. holder (other than an exempt recipient, including a corporation and certain other persons who, when required, demonstrate their exempt status) may be subject to backup withholding on, and to information reporting requirements with respect to, payments of principal and interest on, and proceeds from the sale, exchange, redemption or retirement of, the Notes. In general, if a non-corporate U.S. holder subject to information reporting fails to furnish a correct taxpayer identification number or otherwise fails to comply with applicable backup withholding requirements, backup withholding at the applicable rate may apply.

The amount of interest we pay to a non-U.S. holder on the Notes will be reported to such non-U.S. Holder and to the IRS annually on an IRS Form 1042-S even if the non-U.S. holder is exempt from the withholding tax described above. Copies of the information returns reporting those payments and the amounts withheld, if any, may also be made available to the tax authorities in the country where the non-U.S. holder is resident under provisions of an applicable income tax treaty or agreement.

In addition, backup withholding tax and certain other information reporting requirements apply to payments of principal and interest on, and proceeds from the sale, exchange, redemption or retirement of, the Notes held by a non-U.S. holder, unless an exemption applies. Backup withholding and information reporting will not apply to payments we make to a non-U.S. holder if such non-U.S. holder has provided to the applicable withholding agent under penalties of perjury the required certification of their non-U.S. person status as discussed above (and the applicable withholding agent does not have actual knowledge or reason to know that they are a U.S. person) or if the non-U.S. holder is an exempt recipient.

If a non-U.S. holder sells or redeems a Note through a U.S. broker or the U.S. office of a foreign broker, the proceeds from such sale or redemption will be subject to information reporting and backup withholding unless such non-U.S. holder provides a withholding certificate or other appropriate documentary evidence establishing that such non-U.S. holder is not a U.S. person to the broker and such broker does not have actual knowledge or reason to know that such non-U.S. holder is a U.S. person, or the non-U.S. holder is an exempt recipient eligible for an exemption from information reporting and backup withholding. If a non-U.S. holder sells or redeems a Note through the foreign office of a broker who is a U.S. person or has certain enumerated connections with the United States, the proceeds from such sale or redemption will be subject to information reporting unless the non-U.S. holder provides to such broker a withholding certificate or other appropriate documentary evidence establishing that the non-U.S. holder is not a U.S. person and such broker does not have actual knowledge or reason to know that such evidence is false, or the non-U.S. holder is an exempt recipient eligible for an exemption from information reporting. In circumstances where information reporting by the foreign office of such a broker is required, backup withholding will be required only if the broker has actual knowledge that the non-U.S. holder is a U.S. person.

You should consult your tax advisor regarding the qualification for an exemption from backup withholding and information reporting and the procedures for obtaining such an exemption, if applicable. Any amounts withheld under the backup withholding rules from a payment to a beneficial owner generally would be allowed as a refund or a credit against such beneficial owner's U.S. federal income tax provided the required information is timely furnished to the IRS.

***Medicare Tax on Net Investment Income.*** A tax of 3.8% will be imposed on certain net investment income (or undistributed net investment income, in the case of estates and trusts) received by taxpayers with adjusted gross income above certain threshold amounts. Net investment income as defined for U.S. federal Medicare contribution purposes generally includes interest payments and gain recognized from the sale or other

**Table of Contents**

**Index to Financial Statements**

disposition of the Notes. Tax-exempt trusts, which are not subject to income taxes generally, and foreign individuals will not be subject to this tax. U.S. holders should consult their own tax advisors regarding the effect, if any, of this tax on their ownership and disposition of the Notes.

***Foreign Account Tax Compliance Act.*** A withholding tax of 30% is imposed on payments of interest on a debt instrument paid to certain non-U.S. entities, including certain foreign financial institutions and investment funds, unless such non-U.S. entity complies with certain reporting requirements regarding its U.S. account holders and its U.S. owners. In addition, payments of gross proceeds from the disposition of a debt instrument paid to certain non-U.S. entities listed above may also be subject to withholding starting on January 1, 2017. Investors considering purchasing the Notes should consult their own tax advisors regarding the effect, if any, of these withholding and reporting provisions.

***You should consult your own tax advisor with respect to the particular tax consequences to you of an investment in the Notes, including the possible effect of any pending legislation or proposed regulations.***

S-30

**Table of Contents**

**Index to Financial Statements**

**LEGAL MATTERS**

Certain legal matters in connection with the securities offered hereby will be passed upon for us by Sutherland Asbill & Brennan LLP, Washington, DC. Certain legal matters in connection with the securities offered hereby will be passed upon for the underwriters by Fried, Frank, Harris, Shriver & Jacobson LLP, New York, NY.

**EXPERTS**

The consolidated financial statements as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013 and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) as of December 31, 2013 included in the accompanying prospectus have been so included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**AVAILABLE INFORMATION**

We have filed with the SEC a registration statement on Form N-2, together with all amendments and related exhibits, under the Securities Act, with respect to our securities offered by this prospectus supplement and the accompanying prospectus. The registration statement contains additional information about us and our securities being offered by this prospectus supplement and the accompanying prospectus.

We file annual, quarterly and current periodic reports, proxy statements and other information with the SEC under the Exchange Act. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement of which this prospectus supplement and accompanying prospectus form a part and the related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549-0102. You may obtain information on the operation of the Public Reference Room by calling the SEC at 202-551-8090. The SEC maintains an Internet website that contains reports, proxy and information statements and other information filed electronically by us with the SEC which are available on the SEC's Internet website at <http://www.sec.gov>. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

**Table of Contents**

**Index to Financial Statements**

**\$400,000,000**

**Common Stock**

**Preferred Stock**

**Warrants**

**Subscription Rights**

**Debt Securities**

This prospectus relates to the offer, from time to time, in one or more offerings or series, up to \$400,000,000 of shares of our common stock, par value \$0.001 per share, preferred stock, par value \$0.001 per share, warrants representing rights to purchase shares of our common stock, preferred stock or debt securities, subscription rights or debt securities, which we refer to, collectively, as the securities. The preferred stock, debt securities, subscription rights and warrants offered hereby may be convertible or exchangeable into shares of our common stock. We may sell our securities through underwriters or dealers, at-the-market to or through a market maker into an existing trading market or otherwise directly to one or more purchasers, including existing stockholders in a rights offering, or through agents or through a combination of methods of sale, including auctions. The identities of such underwriters, dealers, market makers or agents, as the case may be, will be described in one or more supplements to this prospectus. The securities may be offered at prices and on terms to be described in one or more supplements to this prospectus.

Although we are not currently authorized to issue shares of our common stock at a price below our net asset value per share, we may seek stockholder approval of this proposal again at a special meeting of stockholders or our next annual meeting of stockholders. Our Board of Directors, subject to its fiduciary duties and regulatory requirements, has the discretion to determine the amount of the discount, and as a result, the discount could be up to 100% of net asset value per share. Sales of common stock at prices below net asset value per share dilute the interests of existing stockholders, have the effect of reducing our net asset value per share and may reduce our market price per share. In the event we offer common stock, the offering price per share will not be less than the net asset value per share of our common stock at the time we make the offering except (1) in connection with a rights offering to our existing stockholders, (2) with the consent of the holders of the majority of our voting securities and approval of our board of directors, or (3) under such circumstances as the Securities and Exchange Commission may permit. See **Risk Factors** for more information.

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and energy and renewables technology industries at all stages of development. We primarily finance privately-held companies backed by leading venture capital and private equity firms and also may finance certain publicly-traded companies that lack access to public capital or are sensitive to equity ownership dilution. We source our investments through our principal office located in Palo Alto, CA, as well as additional offices in Boston, MA, New York, NY and McLean, VA. Our goal is to be the leading structured debt financing provider of choice for venture capital-backed companies in technology-related markets requiring sophisticated and customized financing solutions. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We use the term structured debt with warrants to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments will typically be secured by select or all of the assets of the portfolio company. We invest primarily in private companies and to a lesser extent public companies.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. We are an internally-managed, non-diversified closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940.

Our common stock is traded on the New York Stock Exchange, or NYSE, under the symbol HTGC. On May 23, 2014, the last reported sale price of a share of our common stock on the NYSE, was \$14.77. The net asset value per share of our common stock at March 31, 2014 (the last date prior to the date of this prospectus on which we determined net asset value) was \$10.58.

## Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

**An investment in our securities may be speculative and involves risks including a heightened risk of total loss of investment. In addition, the companies in which we invest are subject to special risks. See Risk Factors beginning on page 11 to read about risks that you should consider before investing in our securities, including the risk of leverage.**

Please read this prospectus before investing and keep it for future reference. It contains important information about us that a prospective investor ought to know before investing in our securities. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission. The information is available free of charge by contacting us at 400 Hamilton Avenue, Suite 310, Palo Alto, California 94301 or by telephone calling collect at (650) 289-3060 or on our website at [www.htgc.com](http://www.htgc.com). The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains such information.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**This prospectus may not be used to consummate sales of any securities unless accompanied by a prospectus supplement.**

**The date of this prospectus is June 6, 2014**

**Table of Contents**

**Index to Financial Statements**

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission using the shelf registration process. Under the shelf registration process, which constitutes a delayed offering in reliance on Rule 415 under the Securities Act of 1933, as amended, we may offer, from time to time, up to \$400,000,000 of our common stock, preferred stock, warrants representing rights to purchase shares of our common stock, preferred stock or debt securities, subscription rights or debt securities on the terms to be determined at the time of the offering. We may sell our securities through underwriters or dealers, at-the-market to or through a market maker, into an existing trading market or otherwise directly to one or more purchasers, including existing stockholders in a rights offering, or through agents or through a combination of methods of sale. The identities of such underwriters, dealers, market makers or agents, as the case may be, will be described in one or more supplements to this prospectus. The securities may be offered at prices and on terms described in one or more supplements to this prospectus. This prospectus provides you with a general description of the securities that we may offer. Each time we use this prospectus to offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. Please carefully read this prospectus and any such supplements together with the additional information described under Where You Can Find Additional Information in the Summary and Risk Factors sections before you make an investment decision.

A prospectus supplement may also add to, update or change information contained in this prospectus.

**Table of Contents**

**Index to Financial Statements**

**SUMMARY**

*This summary highlights some of the information in this prospectus and may not contain all of the information that is important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus and the documents that are referenced in this prospectus, together with any accompanying supplements. In this prospectus, unless the context otherwise requires, the Company, Hercules Technology Growth Capital, we, us and our refer to Hercules Technology Growth Capital, Inc. and our wholly-owned subsidiaries and their affiliated securitization trusts.*

**Our Company**

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and energy and renewables technology industries at all stages of development. Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. We are an internally-managed, non-diversified closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, or the 1940 Act.

As of March 31, 2014, our total assets were approximately \$1.2 billion, of which our investments comprised \$890.7 million at fair value and \$887.6 million at cost. Since inception through March 31, 2014, we have made debt and equity commitments of approximately \$4.2 billion to our portfolio companies.

We also make investments in qualifying small businesses through two wholly-owned, small business investment company, or SBIC, subsidiaries, Hercules Technology II, L.P., or HT II, and Hercules Technology III, L.P., or HT III. HT II and HT III hold approximately \$143.7 million and \$290.0 million in assets, respectively, and accounted for approximately 9.5% and 19.3% of our total assets, respectively, prior to consolidation at March 31, 2014. We have issued \$225.0 million in SBA-guaranteed debentures in our SBIC subsidiaries, which is the maximum amount allowed for a group of SBICs under common control. See Regulation Small Business Administration Regulations in this prospectus for additional information regarding our SBIC subsidiaries.

Our portfolio is comprised of, and we anticipate that our portfolio will continue to be comprised of, investments in technology-related companies at various stages of development. Consistent with regulatory requirements, we invest primarily in United States based companies and, to a lesser extent, in foreign companies. See Regulation Qualifying Assets. As of March 31, 2014, our proprietary structured query language-based (SQL) database system included over 35,300 technology-related companies and approximately 8,900 venture capital, private equity sponsors/investors, as well as various other industry contacts. Our principal executive office is located in Palo Alto, CA, and we have additional offices in Boston, MA, New York, NY and McLean, VA.

Our goal is to be the leading structured debt financing provider of choice for venture capital backed companies in technology-related markets requiring sophisticated and customized financing solutions. Our strategy is to evaluate and invest in a broad range of companies in technology-related markets, including, technology, biotechnology, life science, and energy and renewables technology companies and to offer a full suite of growth capital products up and down the capital structure. We invest primarily in private companies and, to a lesser extent, public companies. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We use the term structured debt with warrants to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments will typically be secured by select or all of the assets of the portfolio company.



**Table of Contents**

**Index to Financial Statements**

We focus our investments in companies active in technology industry sub-sectors characterized by products or services that require advanced technologies, including, but not limited to, computer software and hardware, networking systems, semiconductors, semiconductor capital equipment, information technology infrastructure or services, internet consumer and business services, telecommunications, telecommunications equipment, renewable or alternative energy, media and life science. Within the life science sub-sector, we generally focus on medical devices, bio-pharmaceutical, drug discovery, drug delivery, health care services and information systems companies. Within the energy technology sub-sector, we focus on sustainable and renewable energy technologies and energy efficiency and monitoring technologies. We refer to all of these companies as technology-related companies and intend, under normal circumstances, to invest at least 80% of the value of our total assets in such businesses.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. Our primary business objectives are to increase our net income, net operating income and net asset value by investing in structured debt with warrants and equity of venture capital-backed companies in technology-related markets with attractive current yields and the potential for equity appreciation and realized gains. Our structured debt investments typically include warrants or other equity interests. Our equity ownership in our portfolio companies may exceed 25% of the voting securities of such companies, which represents a controlling interest under the 1940 Act. In some cases, we receive the right to make additional equity investments in our portfolio companies in connection with future equity financing rounds. Capital that we provide directly to venture capital-backed companies in technology-related markets is generally used for growth and general working capital purposes as well as in select cases for acquisitions or recapitalizations.

As of March 31, 2014, our investment professionals, including Manuel A. Henriquez, our co-founder, Chairman, President and Chief Executive Officer, are currently comprised of 38 professionals who have, on average, more than 15 years of experience in venture capital, structured finance, commercial lending or acquisition finance with the types of technology-related companies that we are targeting. We believe that we can leverage the experience and relationships of our management team to successfully identify attractive investment opportunities, underwrite prospective portfolio companies and structure customized financing solutions.

**Table of Contents**

**Index to Financial Statements**

**Our Market Opportunity**

We believe that technology-related companies compete in one of the largest and most rapidly growing sectors of the U.S. economy and that continued growth is supported by ongoing innovation and performance improvements in technology products as well as the adoption of technology across virtually all industries in response to competitive pressures. We believe that an attractive market opportunity exists for a specialty finance company focused primarily on investments in structured debt with warrants in technology-related companies for the following reasons:

Technology-related companies have generally been underserved by traditional lending sources;

Unfulfilled demand exists for structured debt financing to technology-related companies as the number of lenders has declined due to the recent financial market turmoil; and

Structured debt with warrants products are less dilutive and complement equity financing from venture capital and private equity funds.

***Technology-Related Companies are Underserved by Traditional Lenders.*** We believe many viable technology-related companies backed by financial sponsors have been unable to obtain sufficient growth financing from traditional lenders, including financial services companies such as commercial banks and finance

companies, because traditional lenders have continued to consolidate and have adopted a more risk-averse approach to lending. More importantly, we believe traditional lenders are typically unable to underwrite the risk associated with these companies effectively.

The unique cash flow characteristics of many technology-related companies, which typically include significant research and development expenditures and high projected revenue growth thus often making such

## **Table of Contents**

### **Index to Financial Statements**

companies difficult to evaluate from a credit perspective. In addition, the balance sheets of these companies often include a disproportionately large amount of intellectual property assets, which can be difficult to value. Finally, the speed of innovation in technology and rapid shifts in consumer demand and market share add to the difficulty in evaluating technology-related companies.

Due to the difficulties described above, we believe traditional lenders are generally refraining from entering the structured debt financing marketplace, instead preferring the risk-reward profile of asset based lending. Traditional lenders generally do not have flexible product offerings that meet the needs of technology-related companies. The financing products offered by traditional lenders typically impose on borrowers many restrictive covenants and conditions, including limiting cash outflows and requiring a significant depository relationship to facilitate rapid liquidation.

***Unfulfilled Demand for Structured Debt Financing to Technology-Related Companies.*** Private debt capital in the form of structured debt financing from specialty finance companies continues to be an important source of funding for technology-related companies. We believe that the level of demand for structured debt financing is a function of the level of annual venture equity investment activity.

We believe that demand for structured debt financing is currently underserved. The venture capital market for the technology-related companies in which we invest has been active and is continuing to show signs of increased investment activity. Therefore, to the extent we have capital available, we believe this is an opportune time to be active in the structured lending market for technology-related companies.

***Structured Debt with Warrants Products Complement Equity Financing From Venture Capital and Private Equity Funds.*** We believe that technology-related companies and their financial sponsors will continue to view structured debt securities as an attractive source of capital because it augments the capital provided by venture capital and private equity funds. We believe that our structured debt with warrants product provides access to growth capital that otherwise may only be available through incremental investments by existing equity investors. As such, we provide portfolio companies and their financial sponsors with an opportunity to diversify their capital sources. Generally, we believe technology-related companies at all stages of development target a portion of their capital to be debt in an attempt to achieve a higher valuation through internal growth. In addition, because financial sponsor-backed companies have reached a more mature stage prior to reaching a liquidity event, we believe our investments could provide the debt capital needed to grow or recapitalize during the extended period prior to liquidity events.

### **Our Business Strategy**

Our strategy to achieve our investment objective includes the following key elements:

***Leverage the Experience and Industry Relationships of Our Management Team and Investment Professionals.*** We have assembled a team of experienced investment professionals with extensive experience as venture capitalists, commercial lenders, and originators of structured debt and equity investments in technology-related companies.

***Mitigate Risk of Principal Loss and Build a Portfolio of Equity-Related Securities.*** We expect that our investments have the potential to produce attractive risk adjusted returns through current income, in the form of interest and fee income, as well as capital appreciation from equity-related securities. We seek to mitigate the risk of loss on our debt investments through the combination of loan principal amortization, cash interest payments, relatively short maturities (generally 12-60 months), security interests in the assets of our portfolio companies, and on select investment covenants requiring prospective portfolio companies to have certain amounts of available cash at the time of our investment and the continued support from a venture capital or private equity firm at the time we make our investment.

## **Table of Contents**

### **Index to Financial Statements**

***Provide Customized Financing Complementary to Financial Sponsors' Capital.*** We offer a broad range of investment structures and possess expertise and experience to effectively structure and price investments in technology-related companies.

***Invest at Various Stages of Development.*** We provide growth capital to technology-related companies at all stages of development, including select publicly listed companies, select special opportunity lower middle market companies that require additional capital to fund acquisitions, recapitalizations and refinancing and established-stage companies.

***Benefit from Our Efficient Organizational Structure.*** We believe that our corporate structure enables us to be a long-term partner for our portfolio companies in contrast to traditional investment funds, which typically have a limited life. In addition, because of our access to the equity markets, we believe that we may benefit from a lower cost of capital than that available to private investment funds.

***Deal Sourcing Through Our Proprietary Database.*** We have developed a proprietary and comprehensive SQL database system to track various aspects of our investment process including sourcing, originations, transaction monitoring and post-investment performance.

### **Dividend Reinvestment Plan**

We have adopted an opt-out dividend reinvestment plan that provides for reinvestment of our distribution on behalf of our stockholders, unless a stockholder elects to receive cash. See Dividend Reinvestment Plan. Those stockholders whose shares are held by a broker or other financial intermediary may receive distributions in cash by notifying their broker or other financial intermediary of their election.

### **Taxation**

We have qualified as and have elected to be treated for tax purposes as a regulated investment company (a RIC) under Subchapter M of the Internal Revenue Code of 1986, as amended, or the Code. As a RIC, we generally will not pay corporate-level federal income taxes on any ordinary income or capital gains that we distribute to our stockholders as dividends, which allows us to reduce or eliminate our corporate level tax. See Certain United States Federal Income Tax Considerations. To maintain our RIC status, we must meet specified source-of-income and asset diversification requirements and distribute annually an amount equal to at least 90% of the sum of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of assets legally available for distribution. There is no assurance that we will meet these tests and be able to maintain our RIC status. If we do not qualify as a RIC, we would be taxed as a C corporation.

### **Use of Proceeds**

We intend to use the net proceeds from selling our securities for general corporate purposes, which includes investing in debt and equity securities, repayment of indebtedness and other general corporate purposes. The supplement to this prospectus relating to an offering will more fully identify the use of proceeds from such offering.

### **Leverage**

We borrow funds to make additional investments, and we have granted, and may in the future grant, a security interest in our assets to a lender in connection with any such borrowings, including any borrowings by

## **Table of Contents**

### **Index to Financial Statements**

any of our subsidiaries. We use this practice, which is known as leverage, to attempt to increase returns to our common stockholders. However, leverage involves significant risks. See Risk Factors. With certain limited exceptions, we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing. We received an exemptive order from the SEC that allows us to exclude all SBA leverage from our asset coverage ratio. The amount of leverage that we employ will depend on our assessment of market and other factors at the time of any proposed borrowing. See Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity, and Capital Resources for additional information related to our outstanding debt.

### **Distributions**

As a RIC, we are required to distribute annually to our stockholders at least 90% of the sum of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. We are not subject to corporate level income taxation on income we timely distribute to our stockholders as dividends. See Certain Material United States Federal Income Tax Considerations. We pay regular quarterly dividends based upon an estimate of annual taxable income available for distribution to stockholders and the amount of taxable income carried over from the prior year for distribution in the current year.

### **Principal Risk Factors**

Investing in our common stock may be speculative and involves certain risks relating to our structure and our investment objective that you should consider before deciding whether to invest. In addition, we expect that our portfolio will continue to consist primarily of securities issued by privately-held technology-related companies, which generally require additional capital to become profitable. These investments may involve a high degree of business and financial risk, and they are generally illiquid. Our portfolio companies typically will require additional outside capital beyond our investment in order to succeed or to fully repay the amounts owed to us. A large number of entities compete for the same kind of investment opportunities as we seek.

We borrow funds to make our investments in portfolio companies. As a result, we are exposed to the risks of leverage, which may be considered a speculative investment technique. Borrowings magnify the potential for gain and loss on amounts invested and, therefore increase the risks associated with investing in our common stock. Also, we are subject to certain risks associated with valuing our portfolio, changing interest rates, accessing additional capital, fluctuating quarterly results, and operating in a regulated environment. See Risk Factors for a discussion of factors you should carefully consider before deciding whether to invest in our securities.

### **Certain Anti-Takeover Provisions**

Our charter and bylaws, as well as certain statutes and regulations, contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for our company. This could delay or prevent a transaction that could give our stockholders the opportunity to realize a premium over the price for their securities.

### **General Information**

Our principal executive offices are located at 400 Hamilton Avenue, Suite 310, Palo Alto, California 94301, and our telephone number is (650) 289-3060. We also have offices in Boston, MA, New York, NY and McLean, VA. We maintain a website on the Internet at [www.htgc.com](http://www.htgc.com). Information contained in our website is not incorporated by reference into this prospectus, and you should not consider that information to be part of this prospectus.

We file annual, quarterly and current periodic reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, which we refer to as the Exchange Act. This information is available at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the operation of the SEC's public reference room by calling the SEC at (202) 551-8090. In addition, the SEC maintains an Internet website, at [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements, and other information regarding issuers, including us, who file documents electronically with the SEC.

**Table of Contents****Index to Financial Statements****FEES AND EXPENSES**

The following table is intended to assist you in understanding the various costs and expenses that an investor in our common stock will bear directly or indirectly. However, we caution you that some of the percentages indicated in the table below are estimates and may vary. The footnotes to the fee table state which items are estimates. Except where the context suggests otherwise, whenever this prospectus contains a reference to fees or expenses paid by you or us or that we will pay fees or expenses, stockholders will indirectly bear such fees or expenses as investors in Hercules Technology Growth Capital, Inc.

|   |                            |
|---|----------------------------|
| <b>Stockholder Transaction Expenses (as a percentage of the public offering price):</b>                   |                            |
| Sales load (as a percentage of offering price) <sup>(1)</sup>   | %                          |
| Offering expenses   | %(2)                       |
| Dividend reinvestment plan fees   | %(3)                       |
| <b>Total stockholder transaction expenses (as a percentage of the public offering price)</b>              | <b>%(4)</b>                |
| <b>Annual Expenses (as a percentage of net assets attributable to common stockholders):<sup>(5)</sup></b> |                            |
| Operating expenses  | 5.0% <sup>(6)(7)</sup>     |
| Interest and fees paid in connection with borrowed funds  | 5.7% <sup>(8)</sup>        |
| <b>Total annual expenses</b>  | <b>10.7%<sup>(9)</sup></b> |

- (1) In the event that our securities are sold to or through underwriters, a corresponding prospectus supplement to this prospectus will disclose the applicable sales load.
- (2) In the event that we conduct an offering of our securities, a corresponding prospectus supplement to this prospectus will disclose the estimated offering expenses.
- (3) The expenses associated with the administration of our dividend reinvestment plan are included in Operating expenses. We pay all brokerage commissions incurred with respect to open market purchases, if any, made by the administrator under the plan. For more details about the plan, see Dividend Reinvestment Plan.
- (4) Total stockholder transaction expenses may include sales load and will be disclosed in a future prospectus supplement, if any.
- (5) Net assets attributable to common stock equals the weighted average net assets for the three-month period ended March 31, 2014, which is approximately \$650.5 million.
- (6) Operating expenses represent our estimated operating expenses by annualizing our actual operating expenses incurred for the three-months ended March 31, 2014, including all fees and expenses of our consolidated subsidiaries and excluding interests and fees on indebtedness. This percentage for the year ended December 31, 2013 was 5.2%. See Management's Discussion and Analysis and Results of Operations, Management, and Compensation of Executive Officers and Directors.
- (7) We do not have an investment adviser and are internally managed by our executive officers under the supervision of our Board of Directors. As a result, we do not pay investment advisory fees, but instead we pay the operating costs associated with employing investment management professionals.
- (8) Interest and fees paid in connection with borrowed funds represents our estimated interest, fees and credit facility expenses by annualizing our actual interest, fees and credit facility expenses incurred for the three-months ended March 31, 2014, including our Wells Facility, Union Bank Facility, the Convertible Senior Notes, the 2019 Notes, the Asset-Backed Notes and the SBA debentures, each of which is defined herein. This percentage for the year ended December 31, 2013 was 5.8%.
- (9) Total annual expenses is the sum of operating expenses, and interest and fees paid in connection with borrowed funds. This percentage for the year ended December 31, 2013 was 11.0%. Total annual expenses is presented as a percentage of weighted average net assets attributable to common stockholders, because the holders of shares of our common stock (and not the holders of our debt securities or preferred stock, if any) bear all of our fees and expenses, including the fees and expenses of our wholly-owned consolidated subsidiaries, all of which are included in this fee table presentation.

**Table of Contents****Index to Financial Statements****Example**

The following example demonstrates the projected dollar amount of total cumulative expenses that would be incurred over various periods with respect to a hypothetical investment in our common stock. These amounts are based upon our payment of annual operating expenses at the levels set forth in the table above and assume no additional leverage.

|  | <b>1 Year</b> | <b>3 Years</b> | <b>5 Years</b> | <b>10 Years</b> |
|--|---------------|----------------|----------------|-----------------|
| You would pay the following expenses on a \$1,000 common stock investment, assuming a 5% annual return | \$ 104        | \$ 295         | \$ 466         | \$ 816          |

The example and the expenses in the tables above should not be considered a representation of our future expenses, and actual expenses may be greater or lesser than those shown. Moreover, while the example assumes, as required by the applicable rules of the SEC, a 5% annual return, our performance will vary and may result in a return greater or lesser than 5%. In addition, while the example assumes reinvestment of all dividends and distributions at net asset value, participants in our dividend reinvestment plan may receive shares valued at the market price in effect at that time. This price may be at, above or below net asset value. See [Dividend Reinvestment Plan](#) for additional information regarding our dividend reinvestment plan.

**Table of Contents****Index to Financial Statements****SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, Senior Securities and the consolidated financial statements and related notes included elsewhere herein. The selected balance sheet data as of the end of fiscal year 2013, 2012, 2011 and 2010 and the financial statement of operations data for fiscal 2013, 2012, 2011 and 2010 has been derived from our audited financial statements, which have been audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm. The historical data are not necessarily indicative of results to be expected for any future period. The selected financial and other data for the three months ended March 31, 2014 and other quarterly financial information is derived from our unaudited financial statements, but in the opinion of management, reflects all adjustments (consisting only of normal recurring adjustments) that are necessary to present fairly the results of such interim periods. Interim results as of and for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

| (in thousands, except per share amounts)   | For the<br>Three-Months<br>Ended March 31,<br>(unaudited) |                  | For the Years Ended December 31, |                  |                  |                 |                        |
|--|---|------------------|----------------------------------|------------------|------------------|-----------------|------------------------|
|  | 2014  | 2013             | 2013                             | 2012             | 2011             | 2010            | 2009                   |
| <b>Statement of Operations Data:</b>   |   |                  |                                  |                  |                  |                 |                        |
| Investment income:   |   |                  |                                  |                  |                  |                 |                        |
| Interest   | \$ 30,846   | \$ 28,929        | \$ 123,671                       | \$ 87,603        | \$ 70,346        | \$ 54,700       | \$ 62,200              |
| Fees   | 4,924   | 2,028            | 16,042                           | 9,917            | 9,509            | 4,774           | 12,077                 |
| <b>Total investment income</b>   | <b>35,770</b>   | <b>30,957</b>    | <b>139,713</b>                   | <b>97,520</b>    | <b>79,855</b>    | <b>59,474</b>   | <b>74,277</b>          |
| Operating expenses:  |   |                  |                                  |                  |                  |                 |                        |
| Interest   | 7,148   | 7,631            | 30,334                           | 19,835           | 13,252           | 8,572           | 9,387                  |
| Loan fees  | 2,076   | 1,079            | 4,807                            | 3,917            | 2,635            | 1,259           | 1,880                  |
| General and administrative   | 2,461   | 2,252            | 9,354                            | 8,108            | 7,992            | 7,086           | 7,281                  |
| Employee Compensation:   |   |                  |                                  |                  |                  |                 |                        |
| Compensation and benefits  | 4,221   | 3,798            | 16,179                           | 13,326           | 13,260           | 10,474          | 10,737                 |
| Stock-based compensation   | 1,560   | 1,165            | 5,974                            | 4,227            | 3,128            | 2,709           | 1,888                  |
| <b>Total employee compensation</b>   | <b>5,781</b>  | <b>4,963</b>     | <b>22,153</b>                    | <b>17,553</b>    | <b>16,388</b>    | <b>13,183</b>   | <b>12,625</b>          |
| <b>Total operating expenses</b>  | <b>17,466</b>   | <b>15,925</b>    | <b>66,648</b>                    | <b>49,413</b>    | <b>40,267</b>    | <b>30,100</b>   | <b>31,173</b>          |
| <b>Net investment income before and investment gains and losses</b>              | <b>18,304</b>   | <b>15,032</b>    | <b>73,065</b>                    | <b>48,107</b>    | <b>39,588</b>    | <b>29,374</b>   | <b>43,104</b>          |
| Net investment income  | 18,304  | 15,032           | 73,065                           | 48,107           | 39,588           | 29,374          | 43,104                 |
| Net realized gain (loss) on investments  | 4,872   | 1,991            | 14,836                           | 3,168            | 2,741            | (26,382)        | (30,801)               |
| Net increase (decrease) in unrealized appreciation (depreciation) on investments | (991)   | (334)            | 11,545                           | (4,516)          | 4,607            | 1,990           | 1,269                  |
| <b>Net realized and unrealized gain (loss)</b>                                   | <b>3,881</b>  | <b>1,657</b>     | <b>26,381</b>                    | <b>(1,348)</b>   | <b>7,348</b>     | <b>(24,392)</b> | <b>(29,532)</b>        |
| <b>Net increase in net assets resulting from operations</b>                      | <b>22,185</b>   | <b>\$ 16,689</b> | <b>\$ 99,446</b>                 | <b>\$ 46,759</b> | <b>\$ 46,936</b> | <b>\$ 4,982</b> | <b>\$ 13,572</b>       |
| <b>Change in net assets per common share (basic):</b>                            | <b>\$ 0.36</b>  | <b>\$ 0.30</b>   | <b>\$ 1.67</b>                   | <b>\$ 0.93</b>   | <b>\$ 1.08</b>   | <b>\$ 0.12</b>  | <b>\$ 0.38</b>         |
| Cash dividends declared per common share   | \$ 0.31   | \$ 0.25          | \$ 1.11                          | \$ 0.95          | \$ 0.88          | \$ 0.80         | \$ 1.26 <sup>(1)</sup> |

(1) February 12, 2009 dividend paid in cash and stock.





**Table of Contents****Index to Financial Statements**

| (in thousands, except per share amounts) | For the Three-Months<br>Ended March 31,<br>(unaudited) |            |            | For the Years Ended December 31, |            |            |            |
|--|--|------------|------------|----------------------------------|------------|------------|------------|
|  | 2014   | 2013       | 2013       | 2012                             | 2011       | 2010       | 2009       |
| <b>Balance Sheet Data:</b>               |  |            |            |                                  |            |            |            |
| Investments, at value                    | \$ 890,662   | \$ 967,984 | \$ 910,295 | \$ 906,300                       | \$ 652,870 | \$ 472,032 | \$ 374,669 |
| Cash and cash equivalents                | 224,538  | 206,928    | 268,368    | 182,994                          | 64,474     | 107,014    | 124,828    |
| Total assets                             | 1,159,399  | 1,211,186  | 1,221,715  | 1,123,643                        | 747,394    | 591,247    | 508,967    |
| Total liabilities                        | 506,097  | 595,578    | 571,708    | 607,675                          | 316,353    | 178,716    | 142,452    |
| Total net assets                         | 653,302  | 615,608    | 650,007    | 515,968                          | 431,041    | 412,531    | 366,515    |
| <b>Other Data:</b>                       |  |            |            |                                  |            |            |            |
| Total debt investments, at value         | 788,359  | 881,011    | 821,988    | 827,540                          | 585,767    | 401,618    | 325,134    |
| Total warrant investments, at value      | 23,614   | 33,249     | 35,637     | 29,550                           | 30,045     | 23,690     | 14,450     |
| Total equity investments, at value       | 68,689   | 53,724     | 52,670     | 49,210                           | 37,058     | 46,724     | 35,085     |
| Unfunded Commitments                     | 189,387  | 137,100    | 150,986    | 61,851                           | 168,196    | 117,200    | 11,700     |
| Net asset value per share <sup>(1)</sup> | \$ 10.58   | \$ 10.00   | \$ 10.51   | \$ 9.75                          | \$ 9.83    | \$ 9.50    | \$ 10.29   |

(1) Based on common shares outstanding at period end

The following tables set forth certain quarterly financial information for each of the nine quarters up to and ending March 31, 2014. This information was derived from our unaudited consolidated financial statements. Results for any quarter are not necessarily indicative of results for the full year or for any future quarter.

| (in thousands, except per share data)                           | For the Quarter Ended<br>(Unaudited)<br>March 31, 2014 |  |
|---|--|--|
| Total investment income   | \$ 35,770  |  |
| Net investment income before investment gains and losses        | 18,304   |  |
| Net increase (decrease) in net assets resulting from operations | 22,185   |  |
| Change in net assets per common share (basic)                   | \$ 0.36  |  |

|   | For the Quarter Ended (Unaudited) |                  |                       |                      |
|---|-----------------------------------|------------------|-----------------------|----------------------|
|   | March 31,<br>2013                 | June 30,<br>2013 | September 30,<br>2013 | December 31,<br>2013 |
| Total investment income   | \$ 30,957                         | \$ 34,525        | \$ 41,021             | \$ 33,210            |
| Net investment income before investment gains and losses        | 15,032                            | 17,610           | 21,560                | 18,864               |
| Net increase (decrease) in net assets resulting from operations | 16,689                            | 20,879           | 36,981                | 24,897               |
| Change in net assets per common share (basic)                   | \$ 0.30                           | \$ 0.34          | \$ 0.61               | \$ 0.40              |

|   | For the Quarter Ended (Unaudited) |                  |                       |                      |
|---|-----------------------------------|------------------|-----------------------|----------------------|
|   | March 31,<br>2012                 | June 30,<br>2012 | September 30,<br>2012 | December 31,<br>2012 |
| Total investment income   | \$ 22,367                         | \$ 23,858        | \$ 23,901             | \$ 27,395            |
| Net investment income before investment gains and losses        | 11,375                            | 12,310           | 11,351                | 13,071               |
| Net increase (decrease) in net assets resulting from operations | 17,105                            | 48               | 4,745                 | 24,861               |
| Change in net assets per common share (basic)                   | \$ 0.36                           | \$               | \$ 0.09               | \$ 0.47              |

---

**Table of Contents**

**Index to Financial Statements**

**RISK FACTORS**

*Investing in our securities involves a number of significant risks. Before you invest in our securities, you should be aware of various risks, including those described below in this prospectus and those set forth in any prospectus supplement accompanying this prospectus. You should carefully consider these risk factors, together with all of the other information included in this prospectus and the supplement accompanying this prospectus, before you decide whether to make an investment in our common stock. The risks set out below and in this prospectus are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us may also impair our operations and performance. If any of the following events occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected. In such case, our net asset value and the trading price of our common stock could decline and you may lose all or part of your investment. The risk factors described below, together with those set forth in any prospectus supplement accompanying this prospectus, are the principal risk factors associated with an investment in our common stock, as well as those factors generally associated with an investment company with investment objectives, investment policies, capital structure or trading markets similar to ours.*

**Risks Related to our Business Structure**

***We are dependent upon key management personnel for their time availability and for our future success, particularly Manuel A. Henriquez, and if we are not able to hire and retain qualified personnel, or if we lose any member of our senior management team, our ability to implement our business strategy could be significantly harmed.***

We depend upon the members of our senior management, particularly Mr. Henriquez, as well as other key personnel for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of Mr. Henriquez, or of any other senior management members, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. Furthermore, we do not have an employment agreement with Mr. Henriquez and our senior management is not restricted from creating new investment vehicles subject to compliance with applicable law. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect.

***Our business model depends to a significant extent upon strong referral relationships with venture capital and private equity fund sponsors, and our inability to develop or maintain these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.***

We expect that members of our management team will maintain their relationships with venture capital and private equity firms, and we will rely to a significant extent upon these relationships to provide us with our deal flow. If we fail to maintain our existing relationships, our relationships become strained as a result of enforcing our rights with respect to non-performing portfolio companies in protecting our investments or we fail to develop new relationships with other firms or sources of investment opportunities, then we will not be able to grow our investment portfolio. In addition, persons with whom members of our management team have relationships are not obligated to provide us with investment opportunities and, therefore, there is no assurance that such relationships will lead to the origination of debt or other investments.

***We operate in a highly competitive market for investment opportunities, and we may not be able to compete effectively.***

A number of entities compete with us to make the types of investments that we plan to make in prospective portfolio companies. We compete with a large number of venture capital and private equity firms, as well as with

**Table of Contents**

**Index to Financial Statements**

other investment funds, business development companies, investment banks and other sources of financing, including traditional financial services companies such as commercial banks and finance companies. Many of our competitors are substantially larger and have considerably greater financial, technical, marketing and other resources than we do. For example, some competitors may have a lower cost of funds and/or access to funding sources that are not available to us. This may enable some competitors to make commercial loans with interest rates that are comparable to or lower than the rates that we typically offer. A significant increase in the number and/or the size of our competitors, including traditional commercial lenders and other financing sources, in technology-related industries could force us to accept less attractive investment terms. We may miss opportunities if we do not match competitors' pricing, terms and structure. If we do match competitors' pricing, terms or structure, we may experience decreased net interest income and increased risk of credit losses. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments, establish more relationships and build their market shares. Furthermore, many potential competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a business development company or that the Code imposes on us as a RIC. If we are not able to compete effectively, our business, financial condition, and results of operations will be adversely affected. As a result of this competition, there can be no assurance that we will be able to identify and take advantage of attractive investment opportunities, or that we will be able to fully invest our available capital.

***If we are unable to manage our future growth effectively, we may be unable to achieve our investment objective, which could adversely affect our financial condition and results of operations and cause the value of your investment to decline.***

Our ability to achieve our investment objective will depend on our ability to sustain growth. Sustaining growth will depend, in turn, on our senior management team's ability to identify, evaluate, finance and invest in suitable companies that meet our investment criteria. Accomplishing this result on a cost-effective basis is largely a function of our marketing capabilities, our management of the investment process, our ability to provide efficient services and our access to financing sources on acceptable terms. Failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

***Because we intend to distribute substantially all of our income to our stockholders in order to qualify as a RIC, we will continue to need additional capital to finance our growth. If additional funds are unavailable or not available on favorable terms, our ability to grow will be impaired.***

In order to satisfy the tax requirements applicable to a RIC, to avoid payment of excise taxes and to minimize or avoid payment of income taxes, we intend to distribute to our stockholders substantially all of our net ordinary income and realized net capital gains except for certain realized net capital gains, which we may retain, pay applicable income taxes with respect thereto and elect to treat as deemed distributions to our stockholders. As a business development company, we generally are required to meet a coverage ratio of total assets to total borrowings and other senior securities, which includes all of our borrowings and any preferred stock that we may issue in the future, of at least 200%. This requirement limits the amount that we may borrow. This limitation may prevent us from incurring debt and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. If we are unable to incur additional debt, we may be required to raise additional equity at a time when it may be disadvantageous to do so. In addition, shares of closed-end investment companies have recently traded at discounts to their net asset values. This characteristic of closed-end investment companies is separate and distinct from the risk that our net asset value per share may decline. We cannot predict whether shares of our common stock will trade above, at or below our net asset value. If our common stock trades below its net asset value, we generally will not be able to issue additional shares of our common stock at its market price without first obtaining the approval for such issuance from our stockholders and our independent directors. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our net asset value could decline. In addition, our results of operations and financial condition could be adversely affected.

**Table of Contents**

**Index to Financial Statements**

*Because we have substantial indebtedness, there could be increased risk in investing in our company.*

Lenders have fixed dollar claims on our assets that are superior to the claims of stockholders, and we have granted, and may in the future grant, lenders a security interest in our assets in connection with borrowings. In the case of a liquidation event, those lenders would receive proceeds before our stockholders. In addition, borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in our securities. Leverage is generally considered a speculative investment technique. If the value of our assets increases, then leveraging would cause the net asset value attributable to our common stock to increase more than it otherwise would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause the net asset value attributable to our common stock to decline more than it otherwise would have had we not leveraged. Similarly, any increase in our revenue in excess of interest expense on our borrowed funds would cause our net income to increase more than it would without the leverage. Any decrease in our revenue would cause our net income to decline more than it would have had we not borrowed funds and could negatively affect our ability to make distributions on common stock. Our ability to service any debt that we incur will depend largely on our financial performance and will be subject to prevailing economic conditions and competitive pressures. We and, indirectly, our stockholders will bear the cost associated with our leverage activity. If we are not able to service our substantial indebtedness, our business could be harmed materially.

Our secured credit facilities with Wells Fargo Capital Finance LLC (the Wells Facility ) and Union Bank, N.A. (the Union Bank Facility, and together with the Wells Facility, our Credit Facilities ) our Convertible Senior Notes, our 2019 Notes and our Asset-Backed Notes (as each term is defined below) contain financial and operating covenants that could restrict our business activities, including our ability to declare dividends if we default under certain provisions.

As of March 31, 2014, we did not have any outstanding borrowings under our Credit Facilities. In addition, as of March 31, 2014, we had approximately \$190.2 million of indebtedness outstanding incurred by our SBIC subsidiaries, approximately \$75.0 million of Convertible Senior Notes payable, approximately \$170.4 million of 2019 Notes and approximately \$63.8 million in aggregate principal amount of fixed rate asset-backed notes (the Asset-Backed Notes ) in connection with our \$230.7 million debt Securitization (the Debt Securitization ). There can be no assurance that we will be successful in obtaining any additional debt capital on terms acceptable to us or at all. If we are unable to obtain debt capital, then our equity investors will not benefit from the potential for increased returns on equity resulting from leverage to the extent that our investment strategy is successful and we may be limited in our ability to make new commitments or fundings to our portfolio companies.

As a business development company, generally, we are not permitted to incur indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). In addition, we may not be permitted to declare any cash dividend or other distribution on our outstanding common shares, or purchase any such shares, unless, at the time of such declaration or purchase, we have an asset coverage of at least 200% after deducting the amount of such dividend, distribution, or purchase price. If this ratio declines below 200%, we may not be able to incur additional debt and may need to sell a portion of our investments to repay some debt when it is disadvantageous to do so, and we may not be able to make distributions. As of March 31, 2014 our asset coverage ratio under our regulatory requirements as a business development company was 312.8%, excluding our SBIC debentures as a result of our exemptive order from the SEC which allows us to exclude all SBA leverage from our asset coverage ratio.

**Table of Contents****Index to Financial Statements**

*Illustration.* The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing below.

|  | Annual Return on Our Portfolio<br>(Net of Expenses) |          |         |       |        |
|--|---|----------|---------|-------|--------|
|  | -10%  | -5%      | 0%      | 5%    | 10%    |
| Corresponding return to stockholder <sup>(1)</sup> | (23.01%)  | (14.13%) | (5.26%) | 3.61% | 12.49% |

(1) Assumes \$1.2 billion in total assets, \$499.3 million in debt outstanding, \$653.3 million in stockholders' equity, and an average cost of debt of 6.88%, which is the approximate average cost of borrowed funds, including our Credit Facilities, our Convertible Senior Notes, 2019 Notes, our SBA debentures and our Asset-Backed Notes for the period ended March 31, 2014. Actual interest payments may be different.

***It is likely that the terms of any current or future long-term or revolving credit or warehouse facility we may enter into in the future could constrain our ability to grow our business.***

Under our borrowings and our Credit Facilities, current lenders have, and any future lender or lenders may have, fixed dollar claims on our assets that are senior to the claims of our stockholders and, thus, will have a preference over our stockholders with respect to our assets in the collateral pool. Our Credit Facilities and borrowings also subject us to various financial and operating covenants, including, but not limited to, maintaining certain financial ratios and minimum tangible net worth amounts. Future credit facilities and borrowings will likely subject us to similar or additional covenants. In addition, we may grant a securities interest in our assets in connection with any such credit facilities and borrowings.

Our Credit Facilities generally contain customary default provisions such as a minimum net worth amount, a profitability test, and a restriction on changing our business and loan quality standards. In addition, our Credit Facilities require or are expected to require the repayment of all outstanding debt on the maturity which may disrupt our business and potentially the business of our portfolio companies that are financed through the facilities. An event of default under these facilities would likely result, among other things, in termination of the availability of further funds under the facilities and accelerated maturity dates for all amounts outstanding under the facilities, which would likely disrupt our business and, potentially, the business of the portfolio companies whose loans we finance through the facilities. This could reduce our revenues and, by delaying any cash payment allowed to us under our facilities until the lender has been paid in full, reduce our liquidity and cash flow and impair our ability to grow our business and our ability to make distributions sufficient to maintain our status as a RIC.

The terms of future available financing may place limits on our financial and operation flexibility. If we are unable to obtain sufficient capital in the future, we may be forced to reduce or discontinue our operations, not be able to make new investments, or otherwise respond to changing business conditions or competitive pressures.

***In addition to regulatory requirements that restrict our ability to raise capital, our Credit Facilities, the Convertible Senior Notes and the 2019 Notes contain various covenants which, if not complied with, could accelerate repayment under the facility or require us to repurchase the Convertible Senior Notes and the 2019 Notes thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay dividends.***

The credit agreements governing our Credit Facilities, the Convertible Senior Notes and the 2019 Notes require us to comply with certain financial and operational covenants. These covenants require us to, among other things, maintain certain financial ratios, including asset coverage, debt to equity and interest coverage. Our ability to continue to comply with these covenants in the future depends on many factors, some of which are beyond our control. There are no assurances that we will be able to comply with these covenants. Failure to comply with these covenants would result in a default which, if we were unable to obtain a waiver from the

**Table of Contents**

**Index to Financial Statements**

lenders under our Credit Facilities or the trustee or holders under the Convertible Senior Notes and could accelerate repayment under the facilities or the Convertible Senior Notes or the 2019 Notes and thereby have a material adverse impact on our liquidity, financial condition, results of operations and ability to pay dividends. In addition, holders of the Convertible Senior Notes will have the right to require us to repurchase the Convertible Senior Notes upon the occurrence of a fundamental change at a repurchase price equal to 100% of their principal amount, plus accrued and unpaid interest, if any. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases. See Management's Discussion and Analysis of Results of Operations and Financial Condition Borrowings.

***We may be unable to obtain debt capital on favorable terms or at all, in which case we would not be able to use leverage to increase the return on our investments.***

If we are unable to obtain debt capital, then our equity investors will not benefit from the potential for increased returns on equity resulting from leverage to the extent that our investment strategy is successful and we may be limited in our ability to make new commitments or fundings to our portfolio companies.

***We are subject to certain risks as a result of our interests in connection with the Debt Securitization and our equity interest in the Securitization Issuer.***

On December 19, 2012, in connection with the Debt Securitization and the offering of the Asset-Backed Notes by Hercules Capital Funding Trust 2012-1 (the Securitization Issuer), we sold and/or contributed to Hercules Capital Funding 2012-1 LLC, as Trust Depositor (the Trust Depositor), certain senior loans made to certain of our portfolio companies (the Loans), which the Trust Depositor in turn sold and/or contributed to the Securitization Issuer in exchange for 100% of the equity interest in the Securitization Issuer, cash proceeds and other consideration. Following these transfers, the Securitization Issuer, and not the Trust Depositor or us, held all of the ownership interest in the Loans.

As a result of the Debt Securitization, we hold, indirectly through the Trust Depositor, 100% of the equity interest in the Securitization Issuer. As a result, we consolidate the financial statements of the Trust Depositor and the Securitization Issuer, as well as our other subsidiaries, in our consolidated financial statements. Because each of the Trust Depositor and the Securitization Issuer is disregarded as an entity separate from its owner for U.S. federal income tax purposes, the sale or contribution by us to the Trust Depositor, and by the Trust Depositor to the Securitization Issuer, did not constitute a taxable event for U.S. federal income tax purposes. If the U.S. Internal Revenue Service were to take a contrary position, there could be a material adverse effect on our business, financial condition, results of operations or cash flows. Further, a failure of the Securitization Issuer to be treated as a disregarded entity for U.S. federal income tax purposes would constitute an event of default pursuant to the indenture under the Debt Securitization, upon which the trustee under the Debt Securitization (the Trustee) may and will at the direction of a supermajority of the holders of the Asset-Backed Notes (the Noteholders) declare the Asset-Backed Notes to be immediately due and payable and exercise remedies under the indenture, including (i) to institute proceedings for the collection of all amounts then payable on the Asset-Backed Notes or under the indenture, enforce any judgment obtained, and collect from the Securitization Issuer and any other obligor upon the Asset-Backed Notes monies adjudged due; (ii) institute proceedings from time to time for the complete or partial foreclosure of the indenture with respect to the property of the Securitization Issuer; (iii) exercise any remedies as a secured party under the relevant UCC and take other appropriate action under applicable law to protect and enforce the rights and remedies of the Trustee and the Noteholders; or (iv) sell the property of the Securitization Issuer or any portion thereof or rights or interest therein at one or more public or private sales called and conducted in any matter permitted by law. Any such exercise of remedies could have a material adverse effect on our business, financial condition, results of operations or cash flows.

**Table of Contents**

**Index to Financial Statements**

*An event of default in connection with the Debt Securitization could give rise to a cross-default under our other material indebtedness.*

The documents governing our other material indebtedness contain customary cross-default provisions that could be triggered if an event of default occurs in connection with the Debt Securitization. An event of default with respect to our other indebtedness could lead to the acceleration of such indebtedness and the exercise of other remedies as provided in the documents governing such other indebtedness. This could have a material adverse effect on our business, financial condition, results of operations and cash flows and may result in our inability to make distributions sufficient to maintain our status as a RIC.

*We may not receive cash distributions in respect of our indirect ownership interest in the Securitization Issuer.*

Apart from fees payable to us in connection with our role as servicer of the Loans and the reimbursement of related amounts under the Debt Securitization documents, we receive cash in connection with the Debt Securitization only to the extent that the Trust Depositor receives payments in respect of its equity interest in the Securitization Issuer. The holder of the equity interest in the Securitization Issuer is the residual claimant on distributions, if any, made by the Securitization Issuer after the Noteholders and other claimants have been paid in full on each payment date or upon maturity of the notes, subject to the priority of payments under the Debt Securitization documents. To the extent that the value of the Securitization Issuer's portfolio of Loans is reduced as a result of conditions in the credit markets (relevant in the event of a liquidation event), other macroeconomic factors, distressed or defaulted Loans or the failure of individual portfolio companies to otherwise meet their obligations in respect of the Loans, or for any other reason, the ability of the Securitization Issuer to make cash distributions in respect of the Trust Depositor's equity interest would be negatively affected and consequently, the value of the equity interest in the Securitization Issuer would also be reduced. In the event that we fail to receive cash indirectly from the Securitization Issuer, we could be unable to make distributions, if at all, in amounts sufficient to maintain our status as a RIC.

*The interests of the Noteholders may not be aligned with our interests.*

The Asset-Backed Notes are debt obligations ranking senior in right of payment to the rights of the holder of the equity interest in the Securitization Issuer, as residual claimant in respect of distributions, if any, made by the Securitization Issuer. As such, there are circumstances in which the interests of the Noteholders may not be aligned with the interests of holders of the equity interest in the Securitization Issuer. For example, under the terms of the documents governing the Debt Securitization, the Noteholders have the right to receive payments of principal and interest prior to holders of the equity interest.

For as long as the Asset-Backed Notes remain outstanding, the Noteholders have the right to act in certain circumstances with respect to the Loans in ways that may benefit their interests but not the interests of holder of the equity interest in the Securitization Issuer, including by exercising remedies under the documents governing the Debt Securitization.

If an event of default occurs, the Noteholders will be entitled to determine the remedies to be exercised, subject to the terms of the documents governing the Debt Securitization. For example, upon the occurrence of an event of default with respect to the Asset-Backed Notes, the Trustee may and will at the direction of the holders of a supermajority of the Asset-Backed Notes declare the principal, together with any accrued interest, of the notes to be immediately due and payable. This would have the effect of accelerating the principal on such notes, triggering a repayment obligation on the part of the Securitization Issuer. The Asset-Backed Notes then outstanding will be paid in full before any further payment or distribution on the equity interest is made. There can be no assurance that there will be sufficient funds through collections on the Loans or through the proceeds of the sale of the Loans in the event of a bankruptcy or insolvency to repay in full the obligations under the Asset-Backed Notes, or to make any distribution to holder of the equity interest in the Securitization Issuer.



---

**Table of Contents**

**Index to Financial Statements**

Remedies pursued by the Noteholders could be adverse to our interests as the indirect holder of the equity interest in the Securitization Issuer. The Noteholders have no obligation to consider any possible adverse effect on such other interests. Thus, there can be no assurance that any remedies pursued by the Noteholders will be consistent with the best interests of the Trust Depositor or that we will receive, indirectly through the Trust Depositor, any payments or distributions upon an acceleration of the Asset-Backed Notes. Any failure of the Securitization Issuer to make distributions in respect of the equity interest that we indirectly hold, whether as a result of an event of default and the acceleration of payments on the Asset-Backed Notes or otherwise, could have a material adverse effect on our business, financial condition, results of operations and cash flows and may result in our inability to make distributions sufficient to maintain our status as a RIC.

***Certain events related to the performance of Loans could lead to the acceleration of principal payments on the Asset-Backed Notes.***

The following constitute rapid amortization events ( Rapid Amortization Events ) under the documents governing the Debt Securitization: (i) the aggregate outstanding principal balance of delinquent Loans and restructured Loans that would have been delinquent Loans had such Loans not become restructured Loans exceeds 10% of the current aggregate outstanding principal balance of the Loans, excluding all defaulted Loans and all purchased Loans (the Pool Balance ) for a period of three consecutive months; (ii) the aggregate outstanding principal balance of defaulted Loans exceeds 5% of the initial Pool Balance determined as of December 19, 2012 for a period of three consecutive months; (iii) the aggregate outstanding principal balance of the Asset-Backed Notes exceeds the borrowing base for a period of three consecutive months; (iv) the Securitization Issuer's pool of Loans contains Loans to ten or fewer obligors; and (v) the occurrence of an event of default under the documents governing the Debt Securitization. After a Rapid Amortization Event has occurred, subject to the priority of payments under the documents governing the Debt Securitization, principal collections on the Loans will be used to make accelerated payments of principal on the Asset-Backed Notes until the payment of principal balance of the Asset-Backed Loans is reduced to zero. Such an event could delay, reduce or eliminate the ability of the Securitization Issuer to make distributions in respect of the equity interest that we indirectly hold, which could have a material adverse effect on our business, financial condition, results of operations and cash flows and may result in our inability to make distributions sufficient to maintain our status as a RIC.

***We have certain repurchase obligations with respect to the Loans transferred in connection with the Debt Securitization.***

As part of the Debt Securitization, we entered into a sale and contribution agreement and a sale and servicing agreement under which we would be required to repurchase any Loan (or participation interest therein) which was sold to the Securitization Issuer in breach of certain customary representations and warranty made by us or by the Trust Depositor with respect to such Loan or the legal structure of the Debt Securitization. To the extent that there is a breach of such representations and warranties and we fail to satisfy any such repurchase obligation, the Trustee may, on behalf of the Securitization Issuer, bring an action against us to enforce these repurchase obligations.

***Because most of our investments typically are not in publicly-traded securities, there is uncertainty regarding the value of our investments, which could adversely affect the determination of our net asset value.***

At March 31, 2014, portfolio investments, which are valued at fair value by the Board of Directors, were approximately 76.8% of our total assets. We expect our investments to continue to consist primarily of securities issued by privately-held companies, the fair value of which is not readily determinable. In addition, we are not permitted to maintain a general reserve for anticipated loan losses. Instead, we are required by the 1940 Act to specifically value each investment and record an unrealized gain or loss for any asset that we believe has increased or decreased in value.

---

**Table of Contents****Index to Financial Statements**

There is no single standard for determining fair value in good faith. We value these securities at fair value as determined in good faith by our Board of Directors, based on the recommendations of our Valuation Committee. In making a good faith determination of the value of these securities, we generally start with the cost basis of each security, which includes the amortized OID and PIK interest, if any. The Valuation Committee uses its best judgment in arriving at the fair value of these securities. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while applying a valuation process for the types of investments we make, which includes but is not limited to deriving a hypothetical exit price. However, the Board of Directors retains ultimate authority as to the appropriate valuation of each investment. Because such valuations are inherently uncertain and may be based on estimates, our determinations of fair value may differ materially from the values that would be assessed if a ready market for these securities existed. We adjust quarterly the valuation of our portfolio to reflect the Board of Directors' determination of the fair value of each investment in our portfolio. Any changes in fair value are recorded in our statement of operations as net change in unrealized appreciation or depreciation. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

***Our equity ownership in a portfolio company may represent a control investment. Our ability to exit a control investment in a timely manner could result in a realized loss on the investment.***

If we obtain a control investment in a portfolio company our ability to divest ourselves from a debt or equity investment could be restricted due to illiquidity in a private stock, limited trading volume on a public company's stock, inside information on a company's performance, insider blackout periods, or other factors that could prohibit us from disposing of the investment as we would if it were not a control investment. Additionally, we may choose not to take certain actions to protect a debt investment in a control investment portfolio company. As a result, we could experience a decrease in the value of our portfolio company holdings and potentially incur a realized loss on the investment.

***Regulations governing our operations as a business development company may affect our ability to, and the manner in which, we raise additional capital, which may expose us to risks.***

Our business will require a substantial amount of capital. We may acquire additional capital from the issuance of senior securities, including borrowings, securitization transactions or other indebtedness, or the issuance of additional shares of our common stock. However, we may not be able to raise additional capital in the future on favorable terms or at all. We may issue debt securities, other evidences of indebtedness or preferred stock, and we may borrow money from banks or other financial institutions, which we refer to collectively as senior securities, up to the maximum amount permitted by the 1940 Act. Under the 1940 Act, we are not permitted to incur indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). In addition, we may not be permitted to declare any cash dividend or other distribution on our outstanding common shares, or purchase any such shares, unless, at the time of such declaration or purchase, we have an asset coverage of at least 200% after deducting the amount of such dividend, distribution, or purchase price. Our ability to pay dividends or issue additional senior securities would be restricted if our asset coverage ratio were not at least 200%. If the value of our assets declines, we may be unable to satisfy this test. If that happens, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales may be disadvantageous. As a result of issuing senior securities, we would also be exposed to typical risks associated with leverage, including an increased risk of loss. If we issue preferred stock, the preferred stock would rank senior to common stock in our capital structure, preferred stockholders would have separate voting rights and might have rights, preferences, or privileges more favorable than those of our common stockholders and the issuance of preferred stock could have the effect of delaying, deferring, or preventing a transaction or a change of control that might involve a premium price for holders of our common stock or otherwise be in your best interest.

**Table of Contents**

**Index to Financial Statements**

To the extent that we are constrained in our ability to issue debt or other senior securities, we will depend on issuances of common stock to finance operations. Other than in certain limited situations such as rights offerings, as a business development company, we are generally not able to issue our common stock at a price below net asset value without first obtaining required approvals from our stockholders and our independent directors. If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, then the percentage ownership of our stockholders at that time will decrease, and you might experience dilution. Moreover, we can offer no assurance that we will be able to issue and sell additional equity securities in the future, on favorable terms or at all.

***When we are a debt or minority equity investor in a portfolio company, we may not be in a position to control the entity, and management of the company may make decisions that could decrease the value of our portfolio holdings.***

We make both debt and minority equity investments; therefore, we are subject to the risk that a portfolio company may make business decisions with which we disagree, and the stockholders and management of such company may take risks or otherwise act in ways that do not serve our interests. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings.

***If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a business development company or be precluded from investing according to our current business strategy.***

As a business development company, we may not acquire any assets other than qualifying assets unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See Regulation in this prospectus.

We believe that most of the senior loans we make will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could lose our status as a business development company, which would have a material adverse effect on our business, financial condition and results of operations. Similarly, these rules could prevent us from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or could require us to dispose of investments at inappropriate times in order to comply with the 1940 Act. If we need to dispose of such investments quickly, it would be difficult to dispose of such investments on favorable terms. For example, we may have difficulty in finding a buyer and, even if we do find a buyer, we may have to sell the investments at a substantial loss.

***A failure on our part to maintain our qualification as a business development company would significantly reduce our operating flexibility.***

If we fail to continuously qualify as a business development company, we might be subject to regulation as a registered closed-end investment company under the 1940 Act, which would significantly decrease our operating flexibility. In addition, failure to comply with the requirements imposed on business development companies by the 1940 Act could cause the SEC to bring an enforcement action against us. For additional information on the qualification requirements of a business development company, see Regulation in this prospectus.

***To the extent original issue discount and paid-in-kind interest constitute a portion of our income, we will be exposed to typical risks associated with such income being required to be included in taxable and accounting income prior to receipt of cash representing such income.***

Our investments may include original issue discount, or OID, instruments and contractual payment-in-kind, or PIK, interest arrangements, which represents contractual interest added to a loan balance and due at the end of

## Table of Contents

### Index to Financial Statements

such loan's term. To the extent OID or PIK interest constitute a portion of our income, we are exposed to typical risks associated with such income being required to be included in taxable and accounting income prior to receipt of cash, including the following:

OID instruments may have higher yields, which reflect the payment deferral and credit risk associated with these instruments;

OID accruals may create uncertainty about the source of our distributions to stockholders;

OID and PIK instruments may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of the collateral; and

OID and PIK instruments may represent a higher credit risk than coupon loans.

***If we are unable to satisfy Code requirements for qualification as a RIC, then we will be subject to corporate-level income tax, which would adversely affect our results of operations and financial condition.***

We elected to be treated as a RIC for federal income tax purposes with the filing of our federal corporate income tax return for 2006. We will not qualify for the tax treatment allowable to RICs if we are unable to comply with the source of income, asset diversification and distribution requirements contained in Subchapter M of the Code, or if we fail to maintain our election to be regulated as a business development company under the 1940 Act. If we fail to qualify for the federal income tax benefits allowable to RICs for any reason and become subject to a corporate-level income tax, the resulting taxes could substantially reduce our net assets, the amount of income available for distribution to our stockholders and the actual amount of our distributions. Such a failure would have a material adverse effect on us, the net asset value of our common stock and the total return, if any, obtainable from your investment in our common stock. Any net operating losses that we incur in periods during which we qualify as a RIC will not offset net capital gains (i.e., net realized long-term capital gains in excess of net realized short-term capital losses), and we cannot pass such net operating losses through to our stockholders.

***We may have difficulty paying our required distributions under applicable tax rules if we recognize income before or without receiving cash representing such income.***

In accordance with U.S. federal tax requirements, we include in income for tax purposes certain amounts that we have not yet received in cash, such as contractual PIK interest arrangements, which represents contractual interest added to a loan balance and due at the end of such loan's term. In addition to the cash yields received on our loans, in some instances, our loans generally include one or more of the following: end-of-term payments, exit fees, balloon payment fees, commitment fees, success fees or prepayment fees. In some cases our loans also include contractual PIK interest arrangements. The increases in loan balances as a result of contractual PIK arrangements are included in income for the period in which such payment-in-kind interest was accrued, which is often in advance of receiving cash payment, and are separately identified on our statements of cash flows. We also may be required to include in income for tax purposes certain other amounts prior to receiving the related cash.

Any warrants that we receive in connection with our debt investments will generally be valued as part of the negotiation process with the particular portfolio company. As a result, a portion of the aggregate purchase price for the debt investments and warrants will be allocated to the warrants that we receive. This will generally result in original issue discount for tax purposes, which we must recognize as ordinary income, increasing the amount that we are required to distribute to qualify for the federal income tax benefits applicable to RICs. Because these warrants generally will not produce distributable cash for us at the same time as we are required to make distributions in respect of the related original issue discount, we would need to obtain cash from other sources or to pay a portion of our distributions using shares of newly issued common stock, consistent with Internal Revenue Service requirements, to satisfy such distribution requirements.

Other features of the debt instruments that we hold may also cause such instruments to generate original issue discount, resulting in a dividend distribution requirement in excess of current cash interest received. Since



**Table of Contents**

**Index to Financial Statements**

in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the RIC tax requirement to distribute generally an amount equal to at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. Under such circumstances, we may have to sell some of our assets, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are unable to obtain cash from other sources and are otherwise unable to satisfy such distribution requirements, we may fail to qualify for the federal income tax benefits allowable to RICs and, thus, become subject to a corporate-level income tax on all our income.

***There is a risk that you may not receive distributions or that our distributions may not grow over time.***

We intend to make distributions on a quarterly basis to our stockholders. We cannot assure you that we will achieve investment results, or our business may not perform in a manner that will allow us to make a specified level of distributions or year-to-year increases in cash distributions. In addition, due to the asset coverage test applicable to us as a business development company, we may be limited in our ability to make distributions. Also, our Credit Facilities limit our ability to declare dividends if we default under certain provisions.

***We have and may in the future choose to pay dividends in our own stock, in which case you may be required to pay tax in excess of the cash you receive.***

Under applicable Treasury regulations and certain private rulings issued by the Internal Revenue Service, RICs are permitted to treat certain distributions payable in up to 80% in their stock, as taxable dividends that will satisfy their annual distribution obligations for federal income tax and excise tax purposes provided that stockholders have the opportunity to elect to receive the distribution in cash. Taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income (or as long-term capital gain to the extent such distribution is properly designated as a capital gain dividend) to the extent of our current and accumulated earnings and profits for federal income tax purposes. As a result, a U.S. stockholder may be required to pay tax with respect to such dividends in excess of any cash received. If a U.S. stockholder sells the stock it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on dividends, then such sales may put downward pressure on the trading price of our stock. We may in the future determine to distribute taxable dividends that are payable in part in our common stock.

***We are exposed to risks associated with changes in interest rates, including fluctuations in interest rates which could adversely affect our profitability or the value of our portfolio***

General interest rate fluctuations may have a substantial negative impact on our investments and investment opportunities, and, accordingly, may have a material adverse effect on our investment objective and rate of return on investment capital. A portion of our income will depend upon the difference between the rate at which we borrow funds and the interest rate on the debt securities in which we invest. Because we will borrow money to make investments and may issue debt securities, preferred stock or other securities, our net investment income is dependent upon the difference between the rate at which we borrow funds or pay interest or dividends on such debt securities, preferred stock or other securities and the rate at which we invest these funds. Typically, we anticipate that our interest-earning investments will accrue and pay interest at both variable and fixed rates, and that our interest-bearing liabilities will accrue interest at variable rates.

A significant increase in market interest rates could harm our ability to attract new portfolio companies and originate new loans and investments. We expect that most of our current initial investments in debt securities will be at floating rate with a floor. However, in the event that we make investments in debt securities at variable

---

**Table of Contents****Index to Financial Statements**

rates, a significant increase in market interest rates could also result in an increase in our non-performing assets and a decrease in the value of our portfolio because our floating-rate loan portfolio companies may be unable to meet higher payment obligations. In periods of rising interest rates, our cost of funds would increase, resulting in a decrease in our net investment income. In addition, a decrease in interest rates may reduce net income, because new investments may be made at lower rates despite the increased demand for our capital that the decrease in interest rates may produce. We may, but will not be required to, hedge against the risk of adverse movement in interest rates in our short-term and long-term borrowings relative to our portfolio of assets. If we engage in hedging activities, it may limit our ability to participate in the benefits of lower interest rates with respect to the hedged portfolio. Adverse developments resulting from changes in interest rates or hedging transactions could have a material adverse effect on our business, financial condition, and results of operations.

***Our realized gains are reduced by amounts paid pursuant to the warrant participation agreement.***

Citigroup, a former credit facility provider to Hercules, has an equity participation right through a warrant participation agreement on the pool of loans and certain warrants formerly collateralized under its then existing credit facility (the Citigroup Facility). Pursuant to the warrant participation agreement, we granted to Citigroup a 10% participation in all warrants held as collateral. As a result, Citigroup is entitled to 10% of the realized gains on certain warrants until the realized gains paid to Citigroup pursuant to the agreement equals \$3,750,000 (the Maximum Participation Limit). The obligations under the warrant participation agreement continue even after the Citigroup Facility is terminated until the Maximum Participation Limit has been reached.

During the three-month period ended March 31, 2014, we reduced our realized gain by approximately \$78,000 for Citigroup's participation in the gain on sale of equity securities which were obtained from exercising portfolio company warrants which were included in the collateral pool. We recorded an increase on participation liability and a decrease on unrealized appreciation by a net amount of approximately \$45,000 as a result of appreciation of fair value on the pool of warrants collateralized under the warrant participation agreement. The value of their participation right on unrealized gains in the related equity investments was approximately \$325,000 as of March 31, 2014 and is included in accrued liabilities. There can be no assurances that the unrealized appreciation of the warrants will not be higher or lower in future periods due to fluctuations in the value of the warrants, thereby increasing or reducing the effect on the cost of borrowing. Since inception of the agreement, we have paid approximately \$1.7 million under the warrant participation agreement thereby reducing our realized gains by this amount. We will continue to pay Citigroup under the warrant participation agreement until the Maximum Participation Limit is reached or the warrants expire. Warrants subject to the Citigroup participation agreement are set to expire between February 2016 and March 2017.

***Pending legislation may allow us to incur additional leverage.***

As a business development company, under the 1940 Act generally we are not permitted to incur indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). Recent legislation introduced in the U.S. House of Representatives, if passed, would modify this section of the 1940 Act and increase the amount of debt that business development companies may incur by modifying the percentage from 200% to 150%. As a result, we may be able to incur additional indebtedness in the future and therefore your risk of an investment in us may increase.

***Two of our wholly-owned subsidiaries are licensed by the U.S. Small Business Administration, and as a result, we will be subject to SBA regulations.***

Our wholly-owned subsidiaries HT II and HT III are licensed to act as SBICs and are regulated by the SBA. HT II and HT III hold approximately \$143.7 million and \$290.0 million in assets, respectively, and they accounted for approximately 9.5% and 19.3% of our total assets, respectively, prior to consolidation at March 31, 2014. The SBIC licenses allow our SBIC subsidiaries to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a capital commitment by the SBA and other customary procedures. The SBA

**Table of Contents**

**Index to Financial Statements**

regulations require, among other things, that a licensed SBIC be examined periodically and audited by an independent auditor to determine the SBIC's compliance with the relevant SBA regulations.

Under current SBA regulations, a licensed SBIC can provide capital to those entities that have a tangible net worth not exceeding \$18.0 million and an average annual net income after Federal income taxes not exceeding \$6.0 million for the two most recent fiscal years. In addition, a licensed SBIC must devote 25.0% of its investment activity to those entities that have a tangible net worth not exceeding \$6.0 million and an average annual net income after Federal income taxes not exceeding \$2.0 million for the two most recent fiscal years. The SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on factors such as the number of employees and gross sales. The SBA regulations permit licensed SBICs to make long term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services. The SBA also places certain limitations on the financing terms of investments by SBICs in portfolio companies and prohibits SBICs from providing funds for certain purposes or to businesses in a few prohibited industries. Compliance with SBA requirements may cause HT II and HT III to forego attractive investment opportunities that are not permitted under SBA regulations.

Further, the SBA regulations require that a licensed SBIC be periodically examined and audited by the SBA to determine its compliance with the relevant SBA regulations. The SBA prohibits, without prior SBA approval, a change of control of an SBIC or transfers that would result in any person (or a group of persons acting in concert) owning 10.0% or more of a class of capital stock of a licensed SBIC. If either HT II or HT III fail to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit HT II's or HT III's use of debentures, declare outstanding debentures immediately due and payable, and/ or limit HT II or HT III from making new investments. Such actions by the SBA would, in turn, negatively affect us because HT II and HT III are our wholly owned subsidiaries. HT II and HT III were in compliance with the terms of the SBIC's leverage as of March 31, 2014 as a result of having sufficient capital as defined under the SBA regulations. See Regulation Small Business Administration Regulations in this prospectus.

***SBA regulations limit the outstanding dollar amount of SBA guaranteed debentures that may be issued by an SBIC or group of SBICs under common control.***

The SBA regulations currently limit the dollar amount of SBA-guaranteed debentures that can be issued by any one SBIC to \$150.0 million or to a group of SBICs under common control to \$225.0 million. A proposed bill in the U.S. Senate, the Expanding Access to Capital for Entrepreneurial Act, or Senate Bill 511, would increase the total SBIC leverage capacity for affiliated SBIC funds from \$225 million to \$350 million. However, the ultimate form and likely outcome of such legislation or any similar legislation cannot be predicted.

An SBIC may not borrow an amount in excess of two times (and in certain cases, up to three times) its regulatory capital. With our net investment of \$112.5 million as of March 31, 2014, we have the capacity to issue a total of \$225.0 million of SBA guaranteed debentures in our SBIC subsidiaries, subject to SBA approval, of which \$190.2 million was outstanding as of March 31, 2014. During times that we reach the maximum dollar amount of SBA-guaranteed debentures permitted, and if we require additional capital, our cost of capital is likely to increase, and there is no assurance that we will be able to obtain additional financing on acceptable terms.

Moreover, the current status of our SBIC subsidiaries as SBICs does not automatically assure that our SBIC subsidiaries will continue to receive SBA-guaranteed debenture funding. Receipt of SBA leverage funding is dependent upon our SBIC subsidiaries continuing to be in compliance with SBA regulations and policies and available SBA funding. The amount of SBA leverage funding available to SBICs is dependent upon annual Congressional authorizations and in the future may be subject to annual Congressional appropriations. There can be no assurance that there will be sufficient debenture funding available at the times desired by our SBIC subsidiaries.



## **Table of Contents**

### **Index to Financial Statements**

The debentures guaranteed by the SBA have a maturity of ten years and require semi-annual payments of interest. Our SBIC subsidiaries will need to generate sufficient cash flow to make required interest payments on the debentures. If our SBIC subsidiaries are unable to meet their financial obligations under the debentures, the SBA, as a creditor, will have a superior claim to our SBIC subsidiaries' assets over our stockholders in the event we liquidate our SBIC subsidiaries or the SBA exercises its remedies under such debentures as the result of a default by us.

***Our wholly-owned SBIC subsidiaries may be unable to make distributions to us that will enable us to maintain RIC status, which could result in the imposition of an entity-level tax.***

In order for us to continue to qualify for RIC tax treatment and to minimize corporate-level taxes, we will be required to distribute substantially all of our net ordinary income and net capital gain income, including income from certain of our subsidiaries, which includes the income from our SBIC subsidiaries. We will be partially dependent on our SBIC subsidiaries for cash distributions to enable us to meet the RIC distribution requirements. Our SBIC subsidiaries may be limited by the Small Business Investment Act of 1958, and SBA regulations governing SBICs, from making certain distributions to us that may be necessary to maintain our status as a RIC. We may have to request a waiver of the SBA's restrictions for our SBIC subsidiaries to make certain distributions to maintain our RIC status. We cannot assure you that the SBA will grant such waiver. If our SBIC subsidiaries are unable to obtain a waiver, compliance with the SBA regulations may result in loss of RIC tax treatment and a consequent imposition of an entity-level tax on us.

***Changes in laws or regulations governing our business could negatively affect the profitability of our operations.***

Changes in the laws or regulations, or the interpretations of the laws and regulations, which govern business development companies, SBICs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures, and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, then we may have to incur significant expenses in order to comply or we may have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, then we may lose licenses needed for the conduct of our business and be subject to civil fines and criminal penalties, any of which could have a material adverse effect upon our business results of operations or financial condition.

***Our business is subject to increasingly complex corporate governance, public disclosure and accounting requirements that could adversely affect our business and financial results.***

We are subject to changing rules and regulations of federal and state government as well as the stock exchange on which our common stock is listed. These entities, including the Public Company Accounting Oversight Board, the SEC and the New York Stock Exchange, or NYSE, have issued a significant number of new and increasingly complex requirements and regulations over the course of the last several years and continue to develop additional regulations and requirements in response to laws enacted by Congress. On July 21, 2010, the Dodd-Frank Wall Street Reform and Protection Act, or the Dodd-Frank Act, was enacted. There are significant corporate governance and executive compensation-related provisions in the Dodd-Frank Act, and the SEC has adopted additional rules and regulations that may impact us. Our efforts to comply with these requirements have resulted in, and are likely to continue to result in, an increase in expenses and a diversion of management's time from other business activities.

---

**Table of Contents**

**Index to Financial Statements**

*Results may fluctuate and may not be indicative of future performance.*

Our operating results may fluctuate and, therefore, you should not rely on current or historical period results to be indicative of our performance in future reporting periods. Factors that could cause operating results to fluctuate include, but are not limited to, variations in the investment origination volume and fee income earned, changes in the accrual status of our debt investments, variations in timing of prepayments, variations in and the timing of the recognition of net realized gains or losses and changes in unrealized appreciation or depreciation, the level of our expenses, the degree to which we encounter competition in our markets, and general economic conditions.

**Risks Related to Current Economic and Market Conditions**

*Capital markets may experience periods of disruption and instability and we cannot predict when these conditions will occur. Such market conditions could materially and adversely affect debt and equity capital markets in the United States and abroad, which could have a negative impact on our business, financial condition and results of operations.*

The global capital markets have experienced a period of disruption as evidenced by a lack of liquidity in the debt capital markets, write-offs in the financial services sector, the re-pricing of credit risk and the failure of certain major financial institutions. Despite actions of the United States federal government and foreign governments, these events contributed to worsening general economic conditions that have materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular. While the capital markets improved during 2013, these conditions could deteriorate in the future. During such market disruptions, we may have difficulty raising debt or equity capital, especially as a result of regulatory constraints.

Market conditions may in the future make it difficult to extend the maturity of or refinance our existing indebtedness and any failure to do so could have a material adverse effect on our business. The illiquidity of our investments may make it difficult for us to sell such investments if required. As a result, we may realize significantly less than the value at which we have recorded our investments. In addition, significant changes in the capital markets, including the disruption and volatility, have had, and may in the future have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. An inability to raise capital, and any required sale of our investments for liquidity purposes, could have a material adverse impact on our business, financial condition and results of operations.

Various social and political tensions in the United States and around the world, particularly in the Middle East, may continue to contribute to increased market volatility, may have long-term effects on the United States and worldwide financial markets, and may cause further economic uncertainties or deterioration in the United States and worldwide. Several European Union ( EU ) countries, including Greece, Ireland, Italy, Spain, and Portugal, continue to face budget issues, some of which may have negative long-term effects for the economies of those countries and other EU countries. There is also continued concern about national-level support for the euro and the accompanying coordination of fiscal and wage policy among European Economic and Monetary Union member countries. The recent United States and global economic downturn, or a return to the recessionary period in the United States, could adversely impact our investments. We cannot predict the duration of the effects related to these or similar events in the future on the United States economy and securities markets or on our investments. We monitor developments and seek to manage our investments in a manner consistent with achieving our investment objective, but there can be no assurance that it will be successful in doing so.

*Depending on funding requirements, we may need to raise additional capital to meet our unfunded commitments either through equity offerings or through additional borrowings.*

As of March 31, 2014, we had unfunded contractual commitments of approximately \$189.4 million. Approximately \$95.6 million of these unfunded contractual commitments are dependent upon the portfolio company reaching certain milestones before the contractual commitment becomes available. These commitments

## **Table of Contents**

### **Index to Financial Statements**

will be subject to the same underwriting and ongoing portfolio maintenance as are the on-balance sheet financial instruments that we hold. Since these commitments may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements or future earning assets. Closed commitments generally fund 70-80% of the committed amount in aggregate over the life of the commitment. We intend to use cash flow from normal and early principal repayments, SBA debentures, our Credit Facilities and proceeds from the Convertible Senior Notes, 2019 Notes and the Asset-Backed Notes to fund these commitments. However, there can be no assurance that we will have sufficient capital available to fund these commitments as they come due.

Our ability to secure additional financing and satisfy our financial obligations under indebtedness outstanding from time to time will depend upon our future operating performance, which is subject to the prevailing general economic and credit market conditions, including interest rate levels and the availability of credit generally, and financial, business and other factors, many of which are beyond our control. The prolonged continuation or worsening of current economic and capital market conditions could have a material adverse effect on our ability to secure financing on favorable terms, if at all.

***A failure or the perceived risk of a failure to raise the statutory debt limit of the United States could have a material adverse effect on our business, financial condition and results of operations.***

As has been widely reported, the United States Treasury Secretary has stated that the federal government may not be able to meet its debt payments in the relatively near future (currently February 2014) unless the federal debt ceiling is raised. If legislation increasing the debt ceiling is not enacted and the debt ceiling is reached, the federal government may stop or delay making payments on its obligations. A failure by Congress to raise the debt limit would increase the risk of default by the United States on its obligations, as well as the risk of other economic dislocations. If the U.S. Government fails to complete its budget process or to provide for a continuing resolution before the expiration of the current continuing resolution (currently January 2014), another federal government shutdown may result. Such a failure or the perceived risk of such a failure consequently could have a material adverse effect on the financial markets and economic conditions in the United States and throughout the world. It could also limit our ability and the ability of our portfolio companies to obtain financing, and it could have a material adverse effect on the valuation of our portfolio companies. Consequently, the continued uncertainty in the general economic environment, including the recent government shutdown and potential debt ceiling implications, as well in specific economies of several individual geographic markets in which our portfolio companies operate, could adversely affect our business, financial condition and results of operations.

***Uncertainty relating to the LIBOR calculation process may adversely affect the value of our portfolio of the LIBOR-indexed, floating-rate debt securities.***

Concerns have been publicized that some of the member banks surveyed by the British Bankers Association ( BBA ) in connection with the calculation of LIBOR across a range of maturities and currencies may have been under-reporting or otherwise manipulating the inter-bank lending rate applicable to them in order to profit on their derivatives positions or to avoid an appearance of capital insufficiency or adverse reputational or other consequences that may have resulted from reporting inter-bank lending rates higher than those they actually submitted. A number of BBA member banks have entered into settlements with their regulators and law enforcement agencies with respect to alleged manipulation of LIBOR, and investigations by regulators and governmental authorities in various jurisdictions are ongoing.

Actions by the BBA, regulators or law enforcement agencies may result in changes to the manner in which LIBOR is determined. Uncertainty as to the nature of such potential changes may adversely affect the market for LIBOR-based securities, including our portfolio of LIBOR-indexed, floating-rate debt securities. In addition, any further changes or reforms to the determination or supervision of LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on the market for LIBOR-based securities or the value of our portfolio of LIBOR-indexed, floating-rate debt securities.

**Table of Contents****Index to Financial Statements****Risks Related to Our Investments**

*Our investments are concentrated in certain industries and in a number of technology-related companies, which subjects us to the risk of significant loss if any of these companies default on their obligations under any of their debt securities that we hold, or if any of the technology-related industry sectors experience a downturn.*

We have invested and intend to continue investing in a limited number of technology-related companies. A consequence of this limited number of investments is that the aggregate returns we realize may be significantly adversely affected if a small number of investments perform poorly or if we need to write down the value of any one investment. Beyond the asset diversification requirements to which we will be subject as a RIC, we do not have fixed guidelines for diversification or limitations on the size of our investments in any one portfolio company and our investments could be concentrated in relatively few issuers. In addition, we have invested in and intend to continue investing, under normal circumstances, at least 80% of the value of our total assets (including the amount of any borrowings for investment purposes) in technology-related companies.

As of March 31, 2014, approximately 64.9% of the fair value of our portfolio was composed of investments in four industries: 23.2% was composed of investments in the drug discovery and development industry, 18.7% was composed of investments in the energy technology industry, 11.9% was composed of investments in the internet consumer and business services industry and 11.1% was composed of investments in the medical device and equipment industry.

As a result, a downturn in technology-related industry sectors and particularly those in which we are heavily concentrated could materially adversely affect our financial condition.

*Our financial results could be negatively affected if a significant portfolio investment fails to perform as expected.*

Our total investment in companies may be significant individually or in the aggregate. As a result, if a significant investment in one or more companies fails to perform as expected, our financial results could be more negatively affected and the magnitude of the loss could be more significant than if we had made smaller investments in more companies. The following table shows the fair value of the totals of investments held in portfolio companies at March 31, 2014 that represent greater than 5% of our net assets:

| (in thousands)                  | March 31, 2014 |                          |
|---------------------------------|----------------|--------------------------|
|                                 | Fair Value     | Percentage of Net Assets |
| Merrimack Pharmaceuticals, Inc. | \$ 44,324      | 6.8%                     |

Merrimack Pharmaceuticals, Inc. is a biopharmaceutical company discovering, developing and preparing to commercialize innovative medicines paired with companion diagnostics for the treatment of serious diseases, with an initial focus on cancer.

*Our investments may be in portfolio companies that have limited operating histories and resources.*

We expect that our portfolio will continue to consist of investments that may have relatively limited operating histories. These companies may be particularly vulnerable to U.S. and foreign economic downturns may have more limited access to capital and higher funding costs, may have a weaker financial position and may need more capital to expand or compete. These businesses also may experience substantial variations in operating results. They may face intense competition, including from larger, more established companies with greater financial, technical and marketing resources. Furthermore, some of these companies do business in regulated industries and could be affected by changes in government regulation. Accordingly, these factors could impair their cash flow or result in other events, such as bankruptcy, which could limit their ability to repay their obligations to us, and may adversely affect the return on, or the recovery of, our investment in these companies.

## **Table of Contents**

### **Index to Financial Statements**

We cannot assure you that any of our investments in our portfolio companies will be successful. We may lose our entire investment in any or all of our portfolio companies.

*Investing in publicly traded companies can involve a high degree of risk and can be speculative.*

We have invested, and expect to continue to invest, a portion of our portfolio in publicly traded companies or companies that are in the process of completing their initial public offering, or IPO. As publicly traded companies, the securities of these companies may not trade at high volumes, and prices can be volatile, which may restrict our ability to sell our positions and may have a material adverse impact on us.

*Our investment strategy focuses on technology-related companies, which are subject to many risks, including volatility, intense competition, shortened product life cycles, changes in regulatory and governmental programs and periodic downturns, and you could lose all or part of your investment.*

We have invested and will continue investing primarily in technology-related companies, many of which may have narrow product lines and small market shares, which tend to render them more vulnerable to competitors' actions and market conditions, as well as to general economic downturns. The revenues, income (or losses), and valuations of technology-related companies can and often do fluctuate suddenly and dramatically. In addition, technology-related markets are generally characterized by abrupt business cycles and intense competition. Overcapacity in technology-related industries, together with cyclical economic downturns, may result in substantial decreases in the market capitalization of many technology-related companies. While such valuations have recovered to some extent, such decreases in market capitalization may occur again, and any future decreases in technology-related company valuations may be substantial and may not be temporary in nature. Therefore, our portfolio companies may face considerably more risk of loss than do companies in other industry sectors.

Because of rapid technological change, the average selling prices of products and some services provided by technology-related companies have historically decreased over their productive lives. As a result, the average selling prices of products and services offered by technology-related companies may decrease over time, which could adversely affect their operating results, their ability to meet obligations under their debt securities and the value of their equity securities. This could, in turn, materially adversely affect our business, financial condition and results of operations.

A natural disaster may also impact the operations of our portfolio companies, including our technology-related portfolio companies. The nature and level of natural disasters cannot be predicted and may be exacerbated by global climate change. A portion of our technology-related portfolio companies rely on items assembled or produced in areas susceptible to natural disasters, and may sell finished goods into markets susceptible to natural disasters. A major disaster, such as an earthquake, tsunami, flood or other catastrophic event could result in disruption to the business and operations of our technology-related portfolio companies.

We will invest in technology-related companies that are reliant on U.S. and foreign regulatory and governmental programs. Any material changes or discontinuation, due to change in administration or U.S. Congress or otherwise could have a material adverse effect on the operations of a portfolio company in these industries and, in turn, impair our ability to timely collect principal and interest payments owed to us to the extent applicable.

*We have invested in and may continue investing in technology-related companies that do not have venture capital or private equity firms as equity investors, and these companies may entail a higher risk of loss than do companies with institutional equity investors, which could increase the risk of loss of your investment.*

Our portfolio companies will often require substantial additional equity financing to satisfy their continuing working capital and other cash requirements and, in most instances, to service the interest and principal payments on our investment. Portfolio companies that do not have venture capital or private equity investors may be unable to raise any additional capital to satisfy their obligations or to raise sufficient additional capital to reach the next

---

**Table of Contents****Index to Financial Statements**

stage of development. Portfolio companies that do not have venture capital or private equity investors may be less financially sophisticated and may not have access to independent members to serve on their boards, which means that they may be less successful than portfolio companies sponsored by venture capital or private equity firms. Accordingly, financing these types of companies may entail a higher risk of loss than would financing companies that are sponsored by venture capital or private equity firms.

***Our investments in the energy technology industry are subject to many risks, including volatility, intense competition, unproven technologies, periodic downturns and potential litigation.***

Our investments in energy technology companies are subject to substantial operational risks, such as underestimated cost projections, unanticipated operation and maintenance expenses, loss of government subsidies, and inability to deliver cost-effective alternative energy solutions compared to traditional energy products. In addition, energy technology companies employ a variety of means of increasing cash flow, including increasing utilization of existing facilities, expanding operations through new construction or acquisitions, or securing additional long-term contracts. Thus, some energy companies may be subject to construction risk, acquisition risk or other risks arising from their specific business strategies. Furthermore, production levels for solar, wind and other renewable energies may be dependent upon adequate sunlight, wind, or biogas production, which can vary from market to market and period to period, resulting in volatility in production levels and profitability. In addition, our energy technology companies may have narrow product lines and small market shares, which tend to render them more vulnerable to competitors' actions and market conditions, as well as to general economic downturns. The revenues, income (or losses) and valuations of energy technology companies can and often do fluctuate suddenly and dramatically and the markets in which energy technology companies operate are generally characterized by abrupt business cycles and intense competition. Demand for energy technology and renewable energy is also influenced by the available supply and prices for other energy products, such as coal, oil and natural gases. A change in prices in these energy products could reduce demand for alternative energy. Our investments in energy technology companies also face potential litigation, including significant warranty and product liability claims, as well as class action and government claims arising from the increased attention to the industry from the failure of Solyndra. Such litigation could adversely affect the business and results of operations of our energy technology portfolio companies. There is also particular uncertainty about whether agreements providing incentives for reductions in greenhouse gas emissions, such as the Kyoto Protocol, will continue and whether countries around the world will enact or maintain legislation that provides incentives for reductions in greenhouse gas emissions, without which such investments in energy technology dependent portfolio companies may not be economical or financing for such projects may become unavailable. As a result, these portfolio company investments face considerable risk, including the risk that favorable regulatory regimes expire or are adversely modified. This could, in turn, materially adversely affect the value of the energy technology companies in our portfolio.

***Energy technology companies are subject to extensive government regulation and certain other risks particular to the sectors in which they operate and our business and growth strategy could be adversely affected if government regulations, priorities and resources impacting such sectors change or if our portfolio companies fail to comply with such regulations.***

As part of our investment strategy, we plan to invest in portfolio companies in energy technology sectors that may be subject to extensive regulation by foreign, U.S. federal, state and/or local agencies. Changes in existing laws, rules or regulations, or judicial or administrative interpretations thereof, or new laws, rules or regulations could have an adverse impact on the business and industries of our portfolio companies. In addition, changes in government priorities or limitations on government resources could also adversely impact our portfolio companies. We are unable to predict whether any such changes in laws, rules or regulations will occur and, if they do occur, the impact of these changes on our portfolio companies and our investment returns. Furthermore, if any of our portfolio companies fail to comply with applicable regulations, they could be subject to significant penalties and claims that could materially and adversely affect their operations. Our portfolio companies may be subject to the expense, delay and uncertainty of the regulatory approval process for their products and, even if approved, these products may not be accepted in the marketplace.

---

**Table of Contents****Index to Financial Statements**

In addition, there is considerable uncertainty about whether foreign, U.S., state and/or local governmental entities will enact or maintain legislation or regulatory programs that mandate reductions in greenhouse gas emissions or provide incentives for energy technology companies. Without such regulatory policies, investments in Energy Technology companies may not be economical and financing for energy technology companies may become unavailable, which could materially adversely affect the ability of our portfolio companies to repay the debt they owe to us. Any of these factors could materially and adversely affect the operations and financial condition of a portfolio company and, in turn, the ability of the portfolio company to repay the debt they owe to us.

***Our investments in the life science industry are subject to extensive government regulation, litigation risk and certain other risks particular to that industry.***

We have invested and plan to continue investing in companies in the life science industry that are subject to extensive regulation by the Food and Drug Administration, or the FDA, and to a lesser extent, other federal, state and other foreign agencies. If any of these portfolio companies fail to comply with applicable regulations, they could be subject to significant penalties and claims that could materially and adversely affect their operations. Portfolio companies that produce medical devices or drugs are subject to the expense, delay and uncertainty of the regulatory approval process for their products and, even if approved, these products may not be accepted in the marketplace. In addition, governmental budgetary constraints effecting the regulatory approval process, new laws, regulations or judicial interpretations of existing laws and regulations might adversely affect a portfolio company in this industry. Portfolio companies in the life science industry may also have a limited number of suppliers of necessary components or a limited number of manufacturers for their products, and therefore face a risk of disruption to their manufacturing process if they are unable to find alternative suppliers when needed. Any of these factors could materially and adversely affect the operations of a portfolio company in this industry and, in turn, impair our ability to timely collect principal and interest payments owed to us.

***Our investments in the drug discovery industry are subject to numerous risks, including competition, extensive government regulation, product liability and commercial difficulties.***

Our investments in the drug discovery industry are subject to numerous risks. The successful and timely implementation of the business model of our drug discovery portfolio companies depends on their ability to adapt to changing technologies and introduce new products. As competitors continue to introduce competitive products, the development and acquisition of innovative products and technologies that improve efficacy, safety, patient's and clinician's ease of use and cost-effectiveness are important to the success of such portfolio companies. The success of new product offerings will depend on many factors, including the ability to properly anticipate and satisfy customer needs, obtain regulatory approvals on a timely basis, develop and manufacture products in an economic and timely manner, obtain or maintain advantageous positions with respect to intellectual property, and differentiate products from those of competitors. Failure by our portfolio companies to introduce planned products or other new products or to introduce products on schedule could have a material adverse effect on our business, financial condition and results of operations.

Further, the development of products by drug discovery companies requires significant research and development, clinical trials and regulatory approvals. The results of product development efforts may be affected by a number of factors, including the ability to innovate, develop and manufacture new products, complete clinical trials, obtain regulatory approvals and reimbursement in the US and abroad, or gain and maintain market approval of products. In addition, regulatory review processes by U.S. and foreign agencies may extend longer than anticipated as a result of decreased funding and tighter fiscal budgets. Further, patents attained by others can preclude or delay the commercialization of a product. There can be no assurance that any products now in development will achieve technological feasibility, obtain regulatory approval, or gain market acceptance. Failure can occur at any point in the development process, including after significant funds have been invested. Products may fail to reach the market or may have only limited commercial success because of efficacy or safety concerns, failure to achieve positive clinical outcomes, inability to obtain necessary regulatory approvals, failure to achieve market adoption, limited scope of approved uses, excessive costs to manufacture, the failure to establish or maintain intellectual property rights, or the infringement of intellectual property rights of others.

**Table of Contents**

**Index to Financial Statements**

*Future legislation, and/or regulations and policies adopted by the FDA or other U.S. or foreign regulatory authorities may increase the time and cost required by some of our portfolio companies to conduct and complete clinical trials for the product candidates that they develop, and there is no assurance that these companies will obtain regulatory approval to market and commercialize their products in the U.S. and in foreign countries*

The FDA has established regulations, guidelines and policies to govern the drug development and approval process, as have foreign regulatory authorities, which affect some of our portfolio companies. Any change in regulatory requirements due to the adoption by the FDA and/or foreign regulatory authorities of new legislation, regulations, or policies may require some of our portfolio companies to amend existing clinical trial protocols or add new clinical trials to comply with these changes. Such amendments to existing protocols and/or clinical trial applications or the need for new ones, may significantly impact the cost, timing and completion of the clinical trials.

In addition, increased scrutiny by the U.S. Congress of the FDA's and other authorities approval processes may significantly delay or prevent regulatory approval, as well as impose more stringent product labeling and post-marketing testing and other requirements. Foreign regulatory authorities may also increase their scrutiny of approval processes resulting in similar delays. Increased scrutiny and approvals processes may limit the ability of our portfolio companies to market and commercialize their products in the U.S. and in foreign countries.

*Changes in healthcare laws and other regulations applicable to some of our portfolio companies' businesses may constrain their ability to offer their products and services.*

Changes in healthcare or other laws and regulations applicable to the businesses of some of our portfolio companies may occur that could increase their compliance and other costs of doing business, require significant systems enhancements, or render their products or services less profitable or obsolete, any of which could have a material adverse effect on their results of operations. There has also been an increased political and regulatory focus on healthcare laws in recent years, and new legislation could have a material effect on the business and operations of some of our portfolio companies.

*Price declines and illiquidity in the corporate debt markets could adversely affect the fair value of our portfolio investments, reducing our net asset value through increased net unrealized depreciation.*

As a business development company, we are required to carry our investments at market value or, if no market value is ascertainable, at fair market value as determined in good faith by or under the direction of our board of directors. As part of the valuation process, we may take into account the following types of factors, if relevant, in determining the fair value of our investments: the enterprise value of a portfolio company (an estimate of the total fair value of the portfolio company's debt and equity), the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business, a comparison of the portfolio company's securities to similar publicly traded securities, changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made in the future and other relevant factors. When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, we use the pricing indicated by the external event to corroborate our valuation. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). As a result, volatility in the capital markets can also adversely affect our investment valuations. Decreases in the market values or fair values of our investments are recorded as unrealized depreciation. The effect of all of these factors on our portfolio can reduce our net asset value by increasing net unrealized depreciation in our portfolio.

Depending on market conditions, we could incur substantial realized losses and may suffer substantial unrealized depreciation in future periods, which could have a material adverse impact on our business, financial condition and results of operations.



## **Table of Contents**

### **Index to Financial Statements**

***Economic recessions or slowdowns could impair the ability of our portfolio companies to repay loans, which, in turn, could increase our non-performing assets, decrease the value of our portfolio, reduce our volume of new loans and have a material adverse effect on our results of operations.***

Many of our portfolio companies may be susceptible to economic slowdowns or recessions in both the U.S. and foreign countries, and may be unable to repay our loans during such periods. Therefore, during such periods, our non-performing assets are likely to increase and the value of our portfolio is likely to decrease. Adverse economic conditions also may decrease the value of collateral securing some of our loans and the value of our equity investments. Economic slowdowns or recessions could lead to financial losses in our portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing investments and harm our operating results.

In particular, intellectual property owned or controlled by our portfolio companies may constitute an important portion of the value of the collateral of our loans to our portfolio companies. Adverse economic conditions may decrease the demand for our portfolio companies intellectual property and consequently its value in the event of a bankruptcy or required sale through a foreclosure proceeding. As a result, our ability to fully recover the amounts owed to us under the terms of the loans may be impaired by such events.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of the portfolio company's loans and foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize the portfolio company's ability to meet its obligations under the debt securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company.

***The health and performance of our portfolio companies could be adversely affected by political and economic conditions in the countries in which they conduct business.***

Some of the products of our portfolio companies are developed, manufactured, assembled, tested or marketed outside the U.S. Any conflict or uncertainty in these countries, including due to natural disasters, public health concerns, political unrest or safety concerns, could harm their business, financial condition and results of operations. In addition, if the government of any country in which their products are developed, manufactured or sold sets technical or regulatory standards for products developed or manufactured in or imported into their country that are not widely shared, it may lead some of their customers to suspend imports of their products into that country, require manufacturers or developers in that country to manufacture or develop products with different technical or regulatory standards and disrupt cross-border manufacturing, marketing or business relationships which, in each case, could harm their businesses.

***Any unrealized losses we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution and could impair our ability to service our borrowings.***

As a business development company, we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by our Board of Directors. Decreases in the market values or fair values of our investments will be recorded as unrealized depreciation. Any unrealized depreciation in our investment portfolio could be an indication of a portfolio company's inability to meet its repayment obligations to us with respect to the affected investments. This could result in realized losses in the future and ultimately in reductions of our income available for distribution in future periods and could materially adversely affect our ability to service our outstanding borrowings.

## Table of Contents

### Index to Financial Statements

***A lack of initial public offering, or IPO, opportunities may cause companies to stay in our portfolio longer, leading to lower returns, unrealized depreciation, or realized losses.***

A lack of IPO opportunities for venture capital-backed companies could lead to companies staying longer in our portfolio as private entities still requiring funding. This situation may adversely affect the amount of available funding for early-stage companies in particular as, in general, venture-capital firms are being forced to provide additional financing to late-stage companies that cannot complete an IPO. In the best case, such stagnation would dampen returns, and in the worst case, could lead to unrealized depreciation and realized losses as some companies run short of cash and have to accept lower valuations in private fundings or are not able to access additional capital at all. A lack of IPO opportunities for venture capital-backed companies can also cause some venture capital firms to change their strategies, leading some of them to reduce funding of their portfolio companies and making it more difficult for such companies to access capital and to fulfill their potential, which can result in unrealized depreciation and realized losses in such companies by other companies such as ourselves who are co-investors in such companies.

***The majority of our portfolio companies will need multiple rounds of additional financing to repay their debts to us and continue operations. Our portfolio companies may not be able to raise additional financing, which could harm our investment returns.***

The majority of our portfolio companies will often require substantial additional equity financing to satisfy their continuing working capital and other cash requirements and, in most instances, to service the interest and principal payments on our investment. Each round of venture financing is typically intended to provide a company with only enough capital to reach the next stage of development. We cannot predict the circumstances or market conditions under which our portfolio companies will seek additional capital. It is possible that one or more of our portfolio companies will not be able to raise additional financing or may be able to do so only at a price or on terms unfavorable to us, either of which would negatively impact our investment returns. Some of these companies may be unable to obtain sufficient financing from private investors, public capital markets or traditional lenders. This may have a significant impact if the companies are unable to obtain certain federal, state or foreign agency approval for their products or the marketing thereof, of if regulatory review processes extend longer than anticipated, and the companies need continued funding for their operations during these times. Accordingly, financing these types of companies may entail a higher risk of loss than would financing companies that are able to utilize traditional credit sources.

***If the assets securing the loans that we make decrease in value, then we may lack sufficient collateral to cover losses.***

To attempt to mitigate credit risks, we will typically take a security interest in the available assets of our portfolio companies. There is no assurance that we will obtain or properly perfect our liens.

There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of a portfolio company to raise additional capital. In some circumstances, our lien could be subordinated to claims of other creditors. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or that we will be able to collect on the loan should we be forced to enforce our remedies.

In addition, because we invest in technology-related companies, a substantial portion of the assets securing our investment may be in the form of intellectual property, if any, inventory and equipment and, to a lesser extent, cash and accounts receivable. Intellectual property, if any, that is securing our loan could lose value if, among other things, the company's rights to the intellectual property are challenged or if the company's license to the intellectual property is revoked or expires, the technology fails to achieve its intended results or a new technology makes the intellectual property functionally obsolete. Inventory may not be adequate to secure our loan if our valuation of the inventory at the time that we made the loan was not accurate or if there is a reduction in the demand for the inventory.

**Table of Contents**

**Index to Financial Statements**

Similarly, any equipment securing our loan may not provide us with the anticipated security if there are changes in technology or advances in new equipment that render the particular equipment obsolete or of limited value, or if the company fails to adequately maintain or repair the equipment. Any one or more of the preceding factors could materially impair our ability to recover principal in a foreclosure.

At March 31, 2014, approximately 61.5% of our portfolio company debt investments were secured by a first priority security in all of the assets of the portfolio company, including their intellectual property, and 38.5% of the debt investments were to portfolio companies that were prohibited from pledging or encumbering their intellectual property. At March 31, 2014 we had no equipment only liens on any of our portfolio companies.

***We may suffer a loss if a portfolio company defaults on a loan and the underlying collateral is not sufficient.***

In the event of a default by a portfolio company on a secured loan, we will only have recourse to the assets collateralizing the loan. If the underlying collateral value is less than the loan amount, we will suffer a loss. In addition, we sometimes make loans that are unsecured, which are subject to the risk that other lenders may be directly secured by the assets of the portfolio company. In the event of a default, those collateralized lenders would have priority over us with respect to the proceeds of a sale of the underlying assets. In cases described above, we may lack control over the underlying asset collateralizing our loan or the underlying assets of the portfolio company prior to a default, and as a result the value of the collateral may be reduced by acts or omissions by owners or managers of the assets.

In the event of bankruptcy of a portfolio company, we may not have full recourse to its assets in order to satisfy our loan, or our loan may be subject to equitable subordination. This means that depending on the facts and circumstances, including the extent to which we actually provided significant managerial assistance, if any, to that portfolio company, a bankruptcy court might re-characterize our debt holding and subordinate all or a portion of our claim to that of other creditors. In addition, certain of our loans are subordinate to other debt of the portfolio company. If a portfolio company defaults on our loan or on debt senior to our loan, or in the event of a portfolio company bankruptcy, our loan will be satisfied only after the senior debt receives payment. Where debt senior to our loan exists, the presence of intercreditor arrangements may limit our ability to amend our loan documents, assign our loans, accept prepayments, exercise our remedies (through standstill periods) and control decisions made in bankruptcy proceedings relating to the portfolio company. Bankruptcy and portfolio company litigation can significantly increase collection losses and the time needed for us to acquire the underlying collateral in the event of a default, during which time the collateral may decline in value, causing us to suffer losses.

If the value of collateral underlying our loan declines or interest rates increase during the term of our loan, a portfolio company may not be able to obtain the necessary funds to repay our loan at maturity through refinancing. Decreasing collateral value and/or increasing interest rates may hinder a portfolio company's ability to refinance our loan because the underlying collateral cannot satisfy the debt service coverage requirements necessary to obtain new financing. If a borrower is unable to repay our loan at maturity, we could suffer a loss which may adversely impact our financial performance.

***The inability of our portfolio companies to commercialize their technologies or create or develop commercially viable products or businesses would have a negative impact on our investment returns.***

The possibility that our portfolio companies will not be able to commercialize their technology, products or business concepts presents significant risks to the value of our investment. Additionally, although some of our portfolio companies may already have a commercially successful product or product line when we invest, technology-related products and services often have a more limited market- or life-span than have products in other industries. Thus, the ultimate success of these companies often depends on their ability to continually innovate, or raise additional capital, in increasingly competitive markets. Their inability to do so could affect our

**Table of Contents**

**Index to Financial Statements**

investment return. In addition, the intellectual property held by our portfolio companies often represents a substantial portion of the collateral, if any, securing our investments. We cannot assure you that any of our portfolio companies will successfully acquire or develop any new technologies, or that the intellectual property the companies currently hold will remain viable. Even if our portfolio companies are able to develop commercially viable products, the market for new products and services is highly competitive and rapidly changing. Neither our portfolio companies nor we have any control over the pace of technology development. Commercial success is difficult to predict, and the marketing efforts of our portfolio companies may not be successful.

***An investment strategy focused primarily on privately-held companies presents certain challenges, including the lack of available information about these companies, a dependence on the talents and efforts of only a few key portfolio company personnel and a greater vulnerability to economic downturns.***

We invest primarily in privately-held companies. Generally, very little public information exists about these companies, and we are required to rely on the ability of our management team to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, then we may not make a fully informed investment decision, and we may not receive the expected return on our investment or lose some or all of the money invested in these companies.

Also, privately-held companies frequently have less diverse product lines and a smaller market presence than do larger competitors. Privately-held companies are, thus, generally more vulnerable to economic downturns and may experience more substantial variations in operating results than do larger competitors. These factors could affect our investment returns and our results of operations and financial condition.

In addition, our success depends, in large part, upon the abilities of the key management personnel of our portfolio companies, who are responsible for the day-to-day operations of our portfolio companies. Competition for qualified personnel is intense at any stage of a company's development, and high turnover of personnel is common in technology-related companies. The loss of one or more key managers can hinder or delay a company's implementation of its business plan and harm its financial condition. Our portfolio companies may not be able to attract and retain qualified managers and personnel. Any inability to do so may negatively impact our investment returns and our results of operations and financial condition.

***If our portfolio companies are unable to protect their intellectual property rights, or are required to devote significant resources to protecting their intellectual property rights, then our investments could be harmed.***

Our future success and competitive position depend in part upon the ability of our portfolio companies to obtain and maintain proprietary technology used in their products and services, which will often represent a significant portion of the collateral, if any, securing our investment. The portfolio companies will rely, in part, on patent, trade secret and trademark law to protect that technology, but competitors may misappropriate their intellectual property, and disputes as to ownership of intellectual property may arise. Portfolio companies may, from time to time, be required to institute litigation in order to enforce their patents, copyrights or other intellectual property rights, to protect their trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Such litigation could result in substantial costs and diversion of resources. Similarly, if a portfolio company is found to infringe upon or misappropriate a third party's patent or other proprietary rights, that portfolio company could be required to pay damages to such third party, alter its own products or processes, obtain a license from the third party and/or cease activities utilizing such proprietary rights, including making or selling products utilizing such proprietary rights. Any of the foregoing events could negatively affect both the portfolio company's ability to service our debt investment and the value of any related debt and equity securities that we own, as well as any collateral securing our investment.

**Table of Contents**

**Index to Financial Statements**

***Portfolio company litigation could result in additional costs, the diversion of management time and resources and have an adverse impact on the fair value of our investment.***

To the extent that litigation arises with respect to any of our portfolio companies, we may be named as a defendant, which could result in additional costs and the diversion of management time and resources. Furthermore, if we are providing managerial assistance to the portfolio company or have representatives on the portfolio company's board of directors, our costs and diversion of our management's time and resources in assessing the portfolio company could be substantial in light of any such litigation regardless of whether we are named as a defendant. In addition, litigation involving a portfolio company may be costly and affect the operations of the portfolio company's business, which could in turn have an adverse impact on the fair value of our investment in such company.

***We may not be able to realize our entire investment on equipment-based loans in the case of default.***

We may from time-to-time provide loans that will be collateralized only by equipment of the portfolio company. If the portfolio company defaults on the loan we would take possession of the underlying equipment to satisfy the outstanding debt. The residual value of the equipment at the time we would take possession may not be sufficient to satisfy the outstanding debt and we could experience a loss on the disposition of the equipment.

***Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.***

Our investment strategy contemplates that a portion of our investments may be in securities of foreign companies. Our total investments at value in foreign companies were approximately \$46.7 million or 5.2% of total investments at March 31, 2014. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the U.S., higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

***If our investments do not meet our performance expectations, you may not receive distributions.***

We intend to make distributions on a quarterly basis to our stockholders. We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may be limited in our ability to make distributions. Also, restrictions and provisions in any future credit facilities may limit our ability to make distributions. As a RIC, if we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including failure to obtain, or possible loss of, the federal income tax benefits allowable to RICs. We cannot assure you that you will receive distributions at a particular level or at all.

***We may not have sufficient funds to make follow-on investments. Our decision not to make a follow-on investment may have a negative impact on a portfolio company in need of such an investment or may result in a missed opportunity for us.***

After our initial investment in a portfolio company, we may be called upon from time to time to provide additional funds to such company or have the opportunity to increase our investment in a successful situation, for example, the exercise of a warrant to purchase common stock. Any decision we make not to make a follow-on investment or any inability on our part to make such an investment may have a negative impact on a portfolio company in need of such an investment or may result in a missed opportunity for us to increase our participation in a successful operation and may dilute our equity interest or otherwise reduce the expected yield on our investment. Moreover, a follow-on investment may limit the number of companies in which we can make initial

## Table of Contents

### Index to Financial Statements

investments. In determining whether to make a follow-on investment, our management will exercise its business judgment and apply criteria similar to those used when making the initial investment. There is no assurance that we will make, or will have sufficient funds to make, follow-on investments and this could adversely affect our success and result in the loss of a substantial portion or all of our investment in a portfolio company.

***The lack of liquidity in our investments may adversely affect our business and, if we need to sell any of our investments, we may not be able to do so at a favorable price. As a result, we may suffer losses.***

We generally invest in debt securities with terms of up to seven years and hold such investments until maturity, and we do not expect that our related holdings of equity securities will provide us with liquidity opportunities in the near-term. We invest and expect to continue investing in companies whose securities have no established trading market and whose securities are and will be subject to legal and other restrictions on resale or whose securities are and will be less liquid than are publicly-traded securities. The illiquidity of these investments may make it difficult for us to sell these investments when desired. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded these investments. As a result, we do not expect to achieve liquidity in our investments in the near-term. However, to maintain our qualification as a business development company and as a RIC, we may have to dispose of investments if we do not satisfy one or more of the applicable criteria under the respective regulatory frameworks.

***Our portfolio companies may incur debt or issue equity securities that rank equally with, or senior to, our investments in such companies.***

We invest primarily in debt securities issued by our portfolio companies. In some cases, portfolio companies will be permitted to incur other debt, or issue other equity securities, that rank equally with, or senior to, our investment. Such instruments may provide that the holders thereof are entitled to receive payment of dividends, interest or principal on or before the dates on which we are entitled to receive payments in respect of our investments. These debt instruments would usually prohibit the portfolio companies from paying interest on or repaying our investments in the event and during the continuance of a default under such debt. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of securities ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying such holders, the portfolio company might not have any remaining assets to use for repaying its obligation to us. In the case of securities ranking equally with our investments, we would have to share on a pari passu basis any distributions with other security holders in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

The rights we may have with respect to the collateral securing any junior priority loans we make to our portfolio companies may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that senior obligations are outstanding, we may forfeit certain rights with respect to the collateral to the holders of the senior obligations. These rights may include the right to commence enforcement proceedings against the collateral, the right to control the conduct of such enforcement proceedings, the right to approve amendments to collateral documents, the right to release liens on the collateral and the right to waive past defaults under collateral documents. We may not have the ability to control or direct such actions, even if as a result our rights as junior lenders are adversely affected.

***Our equity related investments are highly speculative, and we may not realize gains from these investments. If our equity investments do not generate gains, then the return on our invested capital will be lower than it would otherwise be, which could result in a decline in the value of shares of our common stock.***

When we invest in debt securities, we generally expect to acquire warrants or other equity securities as well. Our goal is ultimately to dispose of these equity interests and realize gains upon disposition of such interests.

## **Table of Contents**

### **Index to Financial Statements**

Over time, the gains that we realize on these equity interests may offset, to some extent, losses that we experience on defaults under debt securities that we hold. However, the equity interests that we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses that we experience.

***Prepayments of our debt investments by our portfolio companies could adversely impact our results of operations and reduce our return on equity.***

During the three-month period ended March 31, 2014, we received debt investment early repayments and pay down of working capital debt investments of approximately \$88.6 million. We are subject to the risk that the investments we make in our portfolio companies may be repaid prior to maturity. When this occurs, we will generally reinvest these proceeds in temporary investments, pending their future investment in new portfolio companies. These temporary investments will typically have substantially lower yields than the debt being prepaid and we could experience significant delays in reinvesting these amounts. Any future investment in a new portfolio company may also be at lower yields than the debt that was repaid. As a result, our results of operations could be materially adversely affected if one or more of our portfolio companies elect to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

***We may choose to waive or defer enforcement of covenants in the debt securities held in our portfolio, which may cause us to lose all or part of our investment in these companies.***

We structure the debt investments in our portfolio companies to include business and financial covenants placing affirmative and negative obligations on the operation of the company's business and its financial condition. However, from time to time we may elect to waive breaches of these covenants, including our right to payment, or waive or defer enforcement of remedies, such as acceleration of obligations or foreclosure on collateral, depending upon the financial condition and prospects of the particular portfolio company. These actions may reduce the likelihood of our receiving the full amount of future payments of interest or principal and be accompanied by a deterioration in the value of the underlying collateral as many of these companies may have limited financial resources, may be unable to meet future obligations and may go bankrupt. This could negatively impact our ability to pay dividends, could adversely affect our results of operation and financial condition and cause the loss of all or part of your investment.

We may also be subject to lender liability claims for actions taken by us with respect to a borrower's business or instances where we exercise control over the borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken in rendering significant managerial assistance or actions to compel and collect payments from the borrower outside the ordinary course of business.

***Our loans could be subject to equitable subordination by a court which would increase our risk of loss with respect to such loans or we could be subject to lender liability claims.***

Courts may apply the doctrine of equitable subordination to subordinate the claim or lien of a lender against a borrower to claims or liens of other creditors of the borrower, when the lender or its affiliates is found to have engaged in unfair, inequitable or fraudulent conduct. The courts have also applied the doctrine of equitable subordination when a lender or its affiliates is found to have exerted inappropriate control over a client, including control resulting from the ownership of equity interests in a client. We have made direct equity investments or received warrants in connection with loans. These investments represent approximately 10.4% of the outstanding balance of our portfolio as of March 31, 2014. Payments on one or more of our loans, particularly a loan to a client in which we also hold an equity interest, may be subject to claims of equitable subordination. If we were deemed to have the ability to control or otherwise exercise influence over the business and affairs of one or more of our portfolio companies resulting in economic hardship to other creditors of that company, this control or influence may constitute grounds for equitable subordination and a court may treat one or more of our loans as if

## **Table of Contents**

### **Index to Financial Statements**

it were unsecured or common equity in the portfolio company. In that case, if the portfolio company were to liquidate, we would be entitled to repayment of our loan on a pro-rata basis with other unsecured debt or, if the effect of subordination was to place us at the level of common equity, then on an equal basis with other holders of the portfolio company's common equity only after all of its obligations relating to its debt and preferred securities had been satisfied.

### **Risks Related to Our Securities**

#### ***Investing in shares of our common stock involves an above average degree of risk.***

The investments we make in accordance with our investment objective may result in a higher amount of risk, volatility or loss of principal than alternative investment options. Our investments in portfolio companies may be highly speculative and aggressive, and therefore, an investment in our common stock may not be suitable for investors with lower risk tolerance.

#### ***Our common stock may trade below its net asset value per share, which limits our ability to raise additional equity capital.***

If our common stock is trading below its net asset value per share, we will generally not be able to issue additional shares of our common stock at its market price without first obtaining the approval for such issuance from our stockholders and our independent directors. If our common stock trades below net asset value, the higher cost of equity capital may result in it being unattractive to raise new equity, which may limit our ability to grow. The risk of trading below net asset value is separate and distinct from the risk that our net asset value per share may decline. We cannot predict whether shares of our common stock will trade above, at or below our net asset value.

#### ***Provisions of our charter and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.***

Our charter and bylaws contain provisions that may have the effect of discouraging, delaying, or making difficult a change in control of our company or the removal of our incumbent directors. Under our charter, our Board of Directors is divided into three classes serving staggered terms, which will make it more difficult for a hostile bidder to acquire control of us. In addition, our Board of Directors may, without stockholder action, authorize the issuance of shares of stock in one or more classes or series, including preferred stock. Subject to compliance with the 1940 Act, our Board of Directors may, without stockholder action, amend our charter to increase the number of shares of stock of any class or series that we have authority to issue. The existence of these provisions, among others, may have a negative impact on the price of our common stock and may discourage third party bids for ownership of our company. These provisions may prevent any premiums being offered to you for shares of our common stock.

#### ***We may again obtain the approval of our stockholders to issue shares of our common stock at prices below the then current net asset value per share of our common stock. If we receive such approval from the stockholders, we may again issue shares of our common stock at a price below the then current net asset value per share of common stock. Any such issuance could materially dilute your interest in our common stock and reduce our net asset value per share.***

We may again obtain the approval of our stockholders to issue shares of our common stock at prices below the then current net asset value per share of our common stock. Such approval has allowed and may again allow us to access the capital markets in a way that we typically are unable to do as a result of restrictions that, absent stockholder approval, apply to business development companies under the 1940 Act. Any decision to sell shares of our common stock below the then current net asset value per share of our common stock is subject to the determination by our board of directors that such issuance and sale is in our and our stockholders' best interests.



## **Table of Contents**

### **Index to Financial Statements**

Any sale or other issuance of shares of our common stock at a price below net asset value per share has resulted and will continue to result in an immediate dilution to your interest in our common stock and a reduction of our net asset value per share. This dilution would occur as a result of a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. Because the number of future shares of common stock that may be issued below our net asset value per share and the price and timing of such issuances are not currently known, we cannot predict the actual dilutive effect of any such issuance. We also cannot determine the resulting reduction in our net asset value per share of any such issuance at this time. We caution you that such effects may be material, and we undertake to describe all the material risks and dilutive effects of any offering that we make at a price below our then current net asset value in the future in a prospectus supplement issued in connection with any such offering. We cannot predict whether shares of our common stock will trade above, at or below our net asset value.

***If we conduct an offering of our common stock at a price below net asset value, investors are likely to incur immediate dilution upon the closing of the offering.***

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, at a price below the current net asset value of the common stock, or sell warrants, options or rights to acquire such common stock, at a price below the current net asset value of the common stock if our board of directors determines that such sale is in our best interests and the best interests of our stockholders have approved the practice of making such sales.

Although we are not currently authorized to issue shares of our common stock at a price below our net asset value per share, we may seek stockholder approval of this proposal again at a special meeting of stockholders or our next annual meeting of stockholders. Our Board of Directors, subject to its fiduciary duties and regulatory requirements, has the discretion to determine the amount of the discount, and as a result, the discount could be up to 100% of net asset value per share. If we were to issue shares at a price below net asset value, such sales would result in an immediate dilution to existing common stockholders, which would include a reduction in the net asset value per share as a result of the issuance. This dilution would also include a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance.

In addition, if we determined to conduct additional offerings in the future there may be even greater discounts if we determine to conduct such offerings at prices below net asset value. As a result, investors will experience further dilution and additional discounts to the price of our common stock. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect of an offering cannot be predicted. We did not sell any of our securities at a price below net asset value during the three-months ended March 31, 2014.

***Our shares may trade at discounts from net asset value or at premiums that are unsustainable over the long term.***

Shares of business development companies may trade at a market price that is less than the net asset value that is attributable to those shares. Our shares have traded above and below our NAV. The possibility that our shares of common stock will trade at a discount from net asset value or at a premium that is unsustainable over the long term is separate and distinct from the risk that our net asset value will decrease. It is not possible to predict whether our shares will trade at, above or below net asset value in the future.

***We may allocate the net proceeds from an offering in ways with which you may not agree.***

We have significant flexibility in investing the net proceeds of an offering and may use the net proceeds from an offering in ways with which you may not agree or for purposes other than those contemplated at the time of the offering.

**Table of Contents**

**Index to Financial Statements**

*If we issue preferred stock, debt securities or convertible debt securities, the net asset value and market value of our common stock may become more volatile.*

We cannot assure you that the issuance of preferred stock and/or debt securities would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock, debt securities or convertible debt would likely cause the net asset value and market value of our common stock to become more volatile. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to exceed the net rate of return on our portfolio, the use of leverage would result in a lower rate of return to the holders of common stock than if we had not issued the preferred stock or debt securities. Any decline in the net asset value of our investment would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in net asset value to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This decline in net asset value would also tend to cause a greater decline in the market price for our common stock.

There is also a risk that, in the event of a sharp decline in the value of our net assets, we would be in danger of failing to maintain required asset coverage ratios which may be required by the preferred stock, debt securities, convertible debt or units or of a downgrade in the ratings of the preferred stock, debt securities, convertible debt or units or our current investment income might not be sufficient to meet the dividend requirements on the preferred stock or the interest payments on the debt securities. If we do not maintain our required asset coverage ratios, we may not be permitted to declare dividends. In order to counteract such an event, we might need to liquidate investments in order to fund redemption of some or all of the preferred stock, debt securities or convertible debt. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, debt securities, convertible debt or any combination of these securities. Holders of preferred stock, debt securities or convertible debt may have different interests than holders of common stock and may at times have disproportionate influence over our affairs.

*Holders of any preferred stock that we may issue will have the right to elect members of the board of directors and have class voting rights on certain matters.*

The 1940 Act requires that holders of shares of preferred stock must be entitled as a class to elect two directors at all times and to elect a majority of the directors if dividends on such preferred stock are in arrears by two years or more, until such arrearage is eliminated. In addition, certain matters under the 1940 Act require the separate vote of the holders of any issued and outstanding preferred stock, including changes in fundamental investment restrictions and conversion to open-end status and, accordingly, preferred stockholders could veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes.

*Your interest in us may be diluted if you do not fully exercise your subscription rights in any rights offering. In addition, if the subscription price is less than our net asset value per share, then you will experience an immediate dilution of the aggregate net asset value of your shares.*

In the event we issue subscription rights, stockholders who do not fully exercise their subscription rights should expect that they will, at the completion of a rights offering pursuant to this prospectus, own a smaller proportional interest in us than would otherwise be the case if they fully exercised their rights. We cannot state precisely the amount of any such dilution in share ownership because we do not know at this time what proportion of the shares will be purchased as a result of such rights offering.

In addition, if the subscription price is less than the net asset value per share of our common stock, then our stockholders would experience an immediate dilution of the aggregate net asset value of their shares as a result of

## **Table of Contents**

### **Index to Financial Statements**

the offering. The amount of any decrease in net asset value is not predictable because it is not known at this time what the subscription price and net asset value per share will be on the expiration date of a rights offering or what proportion of the shares will be purchased as a result of such rights offering. Such dilution could be substantial.

#### ***The trading market or market value of our publicly issued debt securities may fluctuate.***

Our publicly issued debt securities may or may not have an established trading market. We cannot assure you that a trading market for our publicly issued debt securities will ever develop or be maintained if developed. In addition to our creditworthiness, many factors may materially adversely affect the trading market for, and market value of, our publicly issued debt securities. These factors include, but are not limited to, the following:

the time remaining to the maturity of these debt securities;

the outstanding principal amount of debt securities with terms identical to these debt securities;

the ratings assigned by national statistical ratings agencies;

the general economic environment;

the supply of debt securities trading in the secondary market, if any;

the redemption or repayment features, if any, of these debt securities;

the level, direction and volatility of market interest rates generally; and

market rates of interest higher or lower than rates borne by the debt securities. You should also be aware that there may be a limited number of buyers when you decide to sell your debt securities. This too may materially adversely affect the market value of the debt securities or the trading market for the debt securities.

#### ***Terms relating to redemption may materially adversely affect your return on any debt securities that we may issue.***

If your debt securities are redeemable at our option, we may choose to redeem your debt securities at times when prevailing interest rates are lower than the interest rate paid on your debt securities. In addition, if your debt securities are subject to mandatory redemption, we may be required to redeem your debt securities also at times when prevailing interest rates are lower than the interest rate paid on your debt securities. In this circumstance, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as your debt securities being redeemed.

#### ***Our credit ratings may not reflect all risks of an investment in our debt securities.***

Our credit ratings are an assessment by third parties of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of our debt securities. Our credit ratings, however, may not reflect the potential impact of risks related to market conditions generally or other factors discussed above on the market value of or trading market for the publicly issued debt securities.

*Investors in offerings of our common stock will likely incur immediate dilution upon the closing of such offering.*

We generally expect the public offering price of any offering of shares of our common stock to be higher than the book value per share of our outstanding common stock (unless we offer shares pursuant to a rights offering or after obtaining prior approval for such issuance from our stockholders and our independent directors). Accordingly, investors purchasing shares of common stock in offerings pursuant to this prospectus may pay a price per share that exceeds the tangible book value per share after such offering.

**Table of Contents**

**Index to Financial Statements**

***Our stockholders will experience dilution in their ownership percentage if they opt out of our dividend reinvestment plan.***

All dividends declared in cash payable to stockholders that are participants in our dividend reinvestment plan are automatically reinvested in shares of our common stock. As a result, our stockholders that opt out of our dividend reinvestment plan will experience dilution in their ownership percentage of our common stock over time.

***Our stockholders may experience dilution upon the conversion of the Convertible Notes.***

The Convertible Senior Notes are convertible into shares of our common stock beginning October 15, 2015, or, under certain circumstances, earlier. Upon conversion of the Convertible Notes, we have the choice to pay or deliver, as the case may be, at our election, cash, shares of our common stock or a combination of cash and shares of our common stock. The current conversion price of the Convertible Senior Notes is approximately \$11.56 per share of common stock, in each case subject to adjustment in certain circumstances. If we elect to deliver shares of common stock upon a conversion at the time our tangible book value per share exceeds the conversion price in effect at such time, our stockholders will incur dilution. In addition, our stockholders will experience dilution in their ownership percentage of common stock upon our issuance of common stock in connection with the conversion of the Convertible Senior Notes and any dividends paid on our common stock will also be paid on shares issued in connection with such conversion after such issuance.

***Our common stock price has been and continues to be volatile and may decrease substantially.***

As with any company, the price of our common stock will fluctuate with market conditions and other factors, which include, but are not limited to, the following:

price and volume fluctuations in the overall stock market from time to time;

significant volatility in the market price and trading volume of securities of RICs, business development companies or other financial services companies;

any inability to deploy or invest our capital;

fluctuations in interest rates;

any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;

the financial performance of specific industries in which we invest in on a recurring basis;

announcement of strategic developments, acquisitions, and other material events by us or our competitors, or operating performance of companies comparable to us;

changes in regulatory policies or tax guidelines with respect to RICs, SBICs or business development companies;

losing RIC status;

actual or anticipated changes in our earnings or fluctuations in our operating results, or changes in the expectations of securities analysts;

changes in the value of our portfolio of investments;

realized losses in investments in our portfolio companies;

general economic conditions and trends;

inability to access the capital markets;

**Table of Contents**

**Index to Financial Statements**

loss of a major funded source; or

departures of key personnel.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Due to the potential volatility of our stock price, we may be the target of securities litigation in the future. Securities litigation could result in substantial costs and could divert management's attention and resources from our business.

**Table of Contents**

**Index to Financial Statements**

**FORWARD-LOOKING STATEMENTS**

The matters discussed in this prospectus, as well as in future oral and written statements by management of Hercules Technology Growth Capital, that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimates, pre the negative of these terms or other similar words. Important assumptions include our ability to originate new investments, achieve certain margins and levels of profitability, the availability of additional capital, and the ability to maintain certain debt to asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this prospectus should not be regarded as a representation by us that our plans or objectives will be achieved. The forward-looking statements contained in this prospectus include statements as to:

our future operating results;

our business prospects and the prospects of our prospective portfolio companies;

the impact of investments that we expect to make;

our informal relationships with third parties including in the venture capital industry;

the expected market for venture capital investments and our addressable market;

the dependence of our future success on the general economy and its impact on the industries in which we invest;

our ability to access debt markets and equity markets;

the ability of our portfolio companies to achieve their objectives;

our expected financings and investments;

our regulatory structure and tax status;

our ability to operate as a BDC, a SBIC and a RIC;

the adequacy of our cash resources and working capital;



the timing of cash flows, if any, from the operations of our portfolio companies;

the timing, form and amount of any dividend distributions;

the impact of fluctuations in interest rates on our business;

the valuation of any investments in portfolio companies, particularly those having no liquid trading market; and

our ability to recover unrealized losses.

For a discussion of factors that could cause our actual results to differ from forward-looking statements contained in this prospectus, please see the discussion under Risk Factors. You should not place undue reliance on these forward-looking statements. The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made and are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended and the forward looking statements contained in our periodic reports are excluded from the safe harbor protection provided by Section 21E of the Securities Exchange Act of 1934, as amended.

**Table of Contents**

**Index to Financial Statements**

We have compiled certain industry estimates presented in this prospectus from internally generated information and data. While we believe our estimates are reliable, they have not been verified by any independent sources. The estimates are based on a number of assumptions, including increasing investment in venture capital and private equity-backed companies. Actual results may differ from projections and estimates, and this market may not grow at the rates projected, or at all. If this market fails to grow at projected rates, our business and the market price of our common stock could be materially adversely affected.

**Table of Contents**

**Index to Financial Statements**

**USE OF PROCEEDS**

We intend to use the net proceeds from selling our securities for funding investments in debt and equity securities in accordance with our investment objective and other general corporate purposes. The supplement to this prospectus relating to an offering will more fully identify the use of proceeds from such offering.

We anticipate that substantially all of the net proceeds from any offering of our securities will be used as described above within twelve months, but in no event longer than two years. Pending such uses and investments, we will invest the net proceeds primarily in cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment. Our ability to achieve our investment objective may be limited to the extent that the net proceeds of any offering, pending full investment, are held in lower yielding short-term instruments.

**Table of Contents****Index to Financial Statements****PRICE RANGE OF COMMON STOCK AND DISTRIBUTIONS**

Our common stock is traded on the NYSE under the symbol HTGC.

The following table sets forth the range of high and low sales prices of our common stock as reported on the Nasdaq Global Select Market for those periods prior to April 30, 2012 and the NYSE thereafter, the sales price as a percentage of net asset value and the dividends declared by us for each fiscal quarter. The stock quotations are interdealer quotations and do not include markups, markdowns or commissions.

|                                       | NAV <sup>(1)</sup> | Price Range |          | Premium/<br>Discount<br>of High<br>Sales<br>Price to NAV | Premium/<br>Discount<br>of Low Sales<br>Price to NAV | Cash<br>Dividend<br>per Share |
|---------------------------------------|--------------------|-------------|----------|--|--|-------------------------------|
|                                       |                    | High        | Low      |  |  |                               |
| <b>2012</b>                           |                    |             |          |  |  |                               |
| First quarter                         | \$ 7.76            | \$ 10.53    | \$ 8.72  | 35.7%  | 12.4%  | \$ 0.230                      |
| Second quarter                        | \$ 9.54            | \$ 10.84    | \$ 9.76  | 13.6%  | 2.3%   | \$ 0.240                      |
| Third quarter                         | \$ 9.42            | \$ 11.26    | \$ 10.50 | 19.5%  | 11.5%  | \$ 0.240                      |
| Fourth quarter                        | \$ 9.75            | \$ 11.18    | \$ 9.84  | 14.7%  | 0.9%   | \$ 0.240                      |
| <b>2013</b>                           |                    |             |          |  |  |                               |
| First quarter                         | \$ 10.00           | \$ 11.88    | \$ 11.58 | 18.8%  | 15.8%  | \$ 0.250                      |
| Second quarter                        | \$ 10.09           | \$ 13.61    | \$ 11.05 | 34.9%  | 9.5%   | \$ 0.270                      |
| Third quarter                         | \$ 10.42           | \$ 15.18    | \$ 13.20 | 45.7%  | 26.7%  | \$ 0.280                      |
| Fourth quarter                        | \$ 10.51           | \$ 17.09    | \$ 14.62 | 62.6%  | 39.1%  | \$ 0.310                      |
| <b>2014</b>                           |                    |             |          |  |  |                               |
| First quarter                         | \$ 10.58           | \$ 16.23    | \$ 14.07 | 53.4%  | 33.0%  | \$ 0.310                      |
| Second quarter (through May 23, 2014) | *                  | \$ 13.55    | \$ 14.77 | *  | *  | \$ 0.310                      |

(1) Net asset value per share is generally determined as of the last day in the relevant quarter and therefore may not reflect the net asset value per share on the date of the high and low sales prices. The net asset values shown are based on outstanding shares at the end of each period.

\* Net asset value has not yet been calculated for this period.

The last reported price for our common stock on May 23, 2014 on the NYSE was \$14.77 per share.

Shares of business development companies may trade at a market price that is less than the value of the net assets attributable to those shares. The possibility that our shares of common stock will trade at a discount from net asset value or at premiums that are unsustainable over the long term are separate and distinct from the risk that our net asset value will decrease. At times, our shares of common stock have traded at a premium to net asset value and at times our shares of common stock have traded at a discount to the net assets attributable to those shares. It is not possible to predict whether the shares offered hereby will trade at, above, or below net asset value.

**Table of Contents****Index to Financial Statements****Dividends**

The following table summarizes dividends declared and paid or to be paid on all shares, including restricted stock, to date:

| <b>Date Declared</b> | <b>Record Date</b> | <b>Payment Date</b> | <b>Amount Per Share</b> |
|----------------------|--------------------|---------------------|-------------------------|
| October 27, 2005     | November 1, 2005   | November 17, 2005   | \$ 0.03                 |
| December 9, 2005     | January 6, 2006    | January 27, 2006    | 0.30                    |
| April 3, 2006        | April 10, 2006     | May 5, 2006         | 0.30                    |
| July 19, 2006        | July 31, 2006      | August 28, 2006     | 0.30                    |
| October 16, 2006     | November 6, 2006   | December 1, 2006    | 0.30                    |
| February 7, 2007     | February 19, 2007  | March 19, 2007      | 0.30                    |
| May 3, 2007          | May 16, 2007       | June 18, 2007       | 0.30                    |
| August 2, 2007       | August 16, 2007    | September 17, 2007  | 0.30                    |
| November 1, 2007     | November 16, 2007  | December 17, 2007   | 0.30                    |
| February 7, 2008     | February 15, 2008  | March 17, 2008      | 0.30                    |
| May 8, 2008          | May 16, 2008       | June 16, 2008       | 0.34                    |
| August 7, 2008       | August 15, 2008    | September 19, 2008  | 0.34                    |
| November 6, 2008     | November 14, 2008  | December 15, 2008   | 0.34                    |
| February 12, 2009    | February 23, 2009  | March 30, 2009      | 0.32*                   |
| May 7, 2009          | May 15, 2009       | June 15, 2009       | 0.30                    |
| August 6, 2009       | August 14, 2009    | September 14, 2009  | 0.30                    |
| October 15, 2009     | October 20, 2009   | November 23, 2009   | 0.30                    |
| December 16, 2009    | December 24, 2009  | December 30, 2009   | 0.04                    |
| February 11, 2010    | February 19, 2010  | March 19, 2010      | 0.20                    |
| May 3, 2010          | May 12, 2010       | June 18, 2010       | 0.20                    |
| August 2, 2010       | August 12, 2010    | September 17, 2010  | 0.20                    |
| November 4, 2010     | November 10, 2010  | December 17, 2010   | 0.20                    |
| March 1, 2011        | March 10, 2011     | March 24, 2011      | 0.22                    |
| May 5, 2011          | May 11, 2011       | June 23, 2011       | 0.22                    |
| August 4, 2011       | August 15, 2011    | September 15, 2011  | 0.22                    |
| November 3, 2011     | November 14, 2011  | November 29, 2011   | 0.22                    |
| February 27, 2012    | March 12, 2012     | March 15, 2012      | 0.23                    |
| April 30, 2012       | May 18, 2012       | May 25, 2012        | 0.24                    |
| July 30, 2012        | August 17, 2012    | August 24, 2012     | 0.24                    |
| October 26, 2012     | November 14, 2012  | November 21, 2012   | 0.24                    |
| February 26, 2013    | March 11, 2013     | March 19, 2013      | 0.25                    |
| April 29, 2013       | May 14, 2013       | May 21, 2013        | 0.27                    |
| July 29, 2013        | August 13, 2013    | August 20, 2013     | 0.28                    |
| November 4, 2013     | November 18, 2013  | November 25, 2013   | 0.31                    |
| February 24, 2014    | March 10, 2014     | March 17, 2014      | 0.31                    |
| April 28, 2014       | May 12, 2014       | May 19, 2014        | 0.31                    |
|                      |                    |                     | \$ 9.37                 |

\* Dividend paid in cash and stock.

On April 28, 2014 the Board of Directors declared a cash dividend of \$0.31 per share paid on May 19, 2014 to shareholders of record as of May 12, 2014. This dividend represents our thirty-fifth consecutive dividend declaration since our initial public offering, bringing the total cumulative dividends declared to date to \$9.37 per share.

Our Board of Directors maintains a variable dividend policy with the objective of distributing four quarterly distributions in an amount that approximates 90-100% of our taxable quarterly income or potential annual income for a particular year. In addition, at the end of the year, we may also pay an additional special dividend or fifth dividend, such that we may distribute approximately all of our annual taxable income in the year it was earned, while maintaining the option to spill over our excess taxable income.

Distributions in excess of our current and accumulated earnings and profits would generally be treated first as a return of capital to the extent of the stockholder's tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of our distributions is made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year. Of the dividends declared during the years ended December 31, 2013, 2012, and 2011, 100% were distributions of

**Table of Contents**

**Index to Financial Statements**

ordinary income. There can be no certainty to stockholders that this determination is representative of what the tax attributes of our 2014 distributions to stockholders will actually be.

We maintain an opt out dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, cash dividends will be automatically reinvested in additional shares of our common stock unless you specifically opt out of the dividend reinvestment plan and choose to receive cash dividends. During the three-month period ended March 31, 2014 and fiscal years 2013, 2012 and 2011, we issued approximately 29,000, 159,000, 219,000 and 167,000 shares, respectively, of common stock to shareholders in connection with the dividend reinvestment plan.

Each year a statement on Form 1099-DIV identifying the source of the distribution (i.e., paid from ordinary income, paid from net capital gains on the sale of securities, and/or a return of paid-in-capital surplus which is a nontaxable distribution) is mailed to our stockholders. To the extent our taxable earnings fall below the total amount of our distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to our stockholders.

We operate to qualify to be taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its shareholders from its income to determine taxable income. Taxable income includes our taxable interest, dividend and fee income, as well as taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which generally results in the deferment of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual payment-in-kind interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.

We intend to distribute quarterly dividends to our stockholders. In order to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year an amount at least equal to the sum of (1) 98% of our net ordinary income for the calendar year, (2) 98.2% of our capital gains in excess of capital losses for the one year period ending on October 31 of the calendar year, and (3) any ordinary income and capital gains in excess of capital losses for the preceding year that were not distributed during such year. We will not be subject to excise taxes on amounts on which we are required to pay corporate income tax (such as retained net capital gains). In order to obtain the tax benefits applicable to RICs, we will be required to timely distribute to our stockholders with respect to each taxable year at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses.

We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings. See Regulation .

Our ability to make distributions will be limited by the asset coverage requirements under the 1940 Act.

**Table of Contents****Index to Financial Statements****RATIO OF EARNINGS TO FIXED CHARGES**

The following contains our ratio of earnings to fixed charges for the periods indicated, computed as set forth below. You should read these ratios of earnings to fixed charges in connection with our consolidated financial statements, including the notes to those statements, included in this prospectus.

|   | <b>For the three-months<br/>ended<br/>March 31,<br/>2014</b> | <b>For the year<br/>ended<br/>December 31,<br/>2013</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2012</b> | <b>For the year<br/>ended<br/>December 31,<br/>2011</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2010</b> | <b>For the<br/>year<br/>ended<br/>December 31,<br/>2009</b> |
|---|--|---|---|---|---|---|
| Earnings to Fixed<br>Charges <sup>(1)</sup> | 3.41   | 3.83  | 2.97  | 3.95  | 1.51  | 2.20  |

For purposes of computing the ratios of earnings to fixed charges, earnings represent net increase in stockholders' equity resulting from operations plus fixed charges. Fixed charges include interest and credit facility fees expense and amortization of debt issuance costs.

(1) Earnings include net realized and unrealized gains or losses. Net realized and unrealized gains or losses can vary substantially from period to period.



**Table of Contents**

**Index to Financial Statements**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion should be read in conjunction with our consolidated financial statements and related notes and other financial information appearing elsewhere in this prospectus. In addition to historical information, the following discussion and other parts of this prospectus contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to the factors discussed under Risk Factors and Forward-Looking Statements appearing elsewhere herein.*

**Overview**

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science, and energy and renewables technology industries at all stages of development. We source our investments through our principal office located in Palo Alto, CA, as well as through our additional offices in Boston, MA, New York, NY and McLean, VA.

Our goal is to be the leading structured debt financing provider of choice for venture capital-backed companies in technology-related markets requiring sophisticated and customized financing solutions. Our strategy is to evaluate and invest in a broad range of technology-related markets including technology, biotechnology, life science, and energy and renewables technology industries and to offer a full suite of growth capital products. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We invest primarily in private companies and, to a lesser extent, public companies.

We use the term structured debt with warrants to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments typically are secured by some or all of the assets of the portfolio company.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. Our primary business objectives are to increase our net income, net operating income and net asset value by investing in structured debt with warrants and equity of venture capital-backed companies in technology-related markets with attractive current yields and the potential for equity appreciation and realized gains. Our equity ownership in our portfolio companies may exceed 25% of the voting securities of such companies, which represents a controlling interest under the 1940 Act. In some cases, we receive the right to make additional equity investments in our portfolio companies in connection with future equity financing rounds. Capital that we provide directly to venture capital-backed companies in technology-related markets is generally used for growth and general working capital purposes as well as in select cases for acquisitions or recapitalizations.

We also make investments in qualifying small businesses through our two wholly-owned SBICs. Our SBIC subsidiaries, HT II and HT III, hold approximately \$143.7 million and \$290.0 million in assets, respectively, and accounted for approximately 9.5% and 19.3% of our total assets, respectively, prior to consolidation at March 31, 2014. As of March 31, 2014, the maximum statutory limit on the dollar amount of combined outstanding SBA guaranteed debentures is \$225.0 million, subject to periodic adjustments by the SBA. In aggregate, at March 31, 2014, with our net investment of \$112.5 million, HT II and HT III have the capacity to issue a total of \$225.0 million of SBA-guaranteed debentures, subject to SBA approval. In March 2014, we repaid \$34.8 million of SBA debentures under HT II, priced at approximately 6.38%, including annual fees. At March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries.

We have qualified as and have elected to be treated for tax purposes as a RIC under the Code. Pursuant to this election, we generally will not have to pay corporate-level taxes on any income that we distribute to our

## **Table of Contents**

### **Index to Financial Statements**

stockholders. However, our qualification and election to be treated as a RIC requires that we comply with provisions contained in the Code. For example, as a RIC we must receive 90% or more of our income from qualified earnings, typically referred to as good income, as well as satisfy asset diversification and income distribution requirements.

We are an internally managed, non-diversified, closed-end investment company that has elected to be regulated as a business development company under the 1940 Act. As a business development company, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, which includes securities of private U.S. companies, cash, cash equivalents and high-quality debt investments that mature in one year or less.

Our portfolio is comprised of, and we anticipate that our portfolio will continue to be comprised of, investments primarily in technology-related companies at various stages of their development. Consistent with requirements under the 1940 Act, we invest primarily in United-States based companies and to a lesser extent in foreign companies.

We regularly engage in discussions with third parties with respect to various potential transactions. We may acquire an investment or a portfolio of investments or an entire company or sell a portion of our portfolio on an opportunistic basis. We, our subsidiaries or our affiliates may also agree to manage certain other funds that invest in debt, equity or provide other financing or services to companies in a variety of industries for which we may earn management or other fees for our services. We may also invest in the equity of these funds, along with other third parties, from which we would seek to earn a return and/or future incentive allocations. Some of these transactions could be material to our business. Consummation of any such transaction will be subject to completion of due diligence, finalization of key business and financial terms (including price) and negotiation of final definitive documentation as well as a number of other factors and conditions including, without limitation, the approval of our board of directors and required regulatory or third party consents and, in certain cases, the approval of our stockholders. Accordingly, there can be no assurance that any such transaction would be consummated. Any of these transactions or funds may require significant management resources either during the transaction phase or on an ongoing basis depending on the terms of the transaction.

### **Portfolio and Investment Activity**

The total fair value of our investment portfolio was \$890.7 million at March 31, 2014, as compared to \$910.3 million at December 31, 2013.

The fair value of our debt investment portfolio at March 31, 2014 was approximately \$798.4 million, compared to a fair value of approximately \$822.0 million at December 31, 2013. The fair value of the equity portfolio at March 31, 2014 was approximately \$68.7 million, compared to a fair value of approximately \$52.7 million at December 31, 2013. The fair value of the warrant portfolio at March 31, 2014 was approximately \$23.6 million, compared to a fair value of approximately \$35.6 million at December 31, 2013.

#### *Portfolio Activity*

Our investments in portfolio companies take a variety of forms, including unfunded contractual commitments and funded investments. From time to time, unfunded contractual commitments depend upon a portfolio company reaching certain milestones before the debt commitment is available to the portfolio company, which is expected to affect our funding levels. These commitments will be subject to the same underwriting and ongoing portfolio maintenance as the on-balance sheet financial instruments that we hold. Debt commitments generally fund over the two succeeding quarters from close. Not all debt commitments represent our future cash requirements. Similarly, unfunded contractual commitments may expire without being drawn and do not represent our future cash requirements.

**Table of Contents****Index to Financial Statements**

Prior to entering into a contractual commitment, we generally issue a non-binding term sheet to a prospective portfolio company. Non-binding term sheets are subject to completion of our due diligence and final approval process, as well as the negotiation of definitive documentation with the prospective portfolio companies and generally convert to contractual commitments within approximately 90 days of signing. Not all non-binding term sheets are expected to close and do not necessarily represent our future cash requirements.

Our portfolio activity for the three-month period ended March 31, 2014 (unaudited) and the year ended December 31, 2013 was comprised of the following:

| (in millions)   | March 31, 2014  | December 31, 2013 |
|---|-----------------|-------------------|
| <b>Debt Commitments<sup>(1)</sup></b>                 |                 |                   |
| New portfolio company                                 | \$ 115.4        | \$ 535.0          |
| Existing portfolio company                            | 38.8            | 165.1             |
| <b>Total</b>  | <b>\$ 154.2</b> | <b>\$ 700.1</b>   |
| <b>Funded Debt Investments</b>                        |                 |                   |
| New portfolio company                                 | \$ 92.4         | \$ 373.1          |
| Existing portfolio company                            | 18.0            | 118.0             |
| <b>Total</b>  | <b>\$ 110.4</b> | <b>\$ 491.1</b>   |
| <b>Funded Equity Investments</b>                      |                 |                   |
| New portfolio company                                 | \$              | \$                |
| Existing portfolio company                            | 1.5             | 3.9               |
| <b>Total</b>  | <b>\$ 1.5</b>   | <b>\$ 3.9</b>     |
| <b>Unfunded Contractual Commitments<sup>(2)</sup></b> |                 |                   |
| <b>Total</b>  | <b>\$ 189.4</b> | <b>\$ 151.0</b>   |
| <b>Non-Binding Term Sheets</b>                        |                 |                   |
| New portfolio company                                 | \$ 238.0        | \$ 28.0           |
| Existing portfolio company                            |                 | 10                |
| <b>Total</b>  | <b>\$ 238.0</b> | <b>\$ 38.0</b>    |

(1) Includes restructured loans and renewals in addition to new commitments.

(2) The amount for March 31, 2014 includes unfunded contractual commitments in 31 new and existing portfolio companies. Approximately \$95.6 million of these unfunded contractual commitments as of March 31, 2014 are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available.

We receive payments in our debt investment portfolio based on scheduled amortization of the outstanding balances. In addition, we receive principal repayments for some of our loans prior to their scheduled maturity date. The frequency or volume of these early principal repayments may fluctuate significantly from period to period. During the three-month period ended March 31, 2014, we received approximately \$132.6 million in aggregate principal repayments. Of the approximately \$132.6 million of aggregate principal repayments, approximately \$82.0 million were early principal repayments related to 10 portfolio companies, approximately \$6.6 million were early repayments due to current quarter M&A transactions related to two portfolio companies and approximately \$44.0 million were scheduled principal payments.

**Table of Contents****Index to Financial Statements**

Total portfolio investment activity (inclusive of unearned income) for the three-month period ended March 31, 2014 (unaudited) and for the year ended December 31, 2013 was as follows:

| (in millions)   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| Beginning Portfolio   | \$ 910.3          | \$ 906.3             |
| New fundings  | 105.0             | 473.6                |
| Restructure fundings  | 6.9               | 23.6                 |
| Warrants not related to current period fundings                                 | 0.1               | 3.5                  |
| Principal payments received on investments                                      | (44.0)            | (176.2)              |
| Early payoffs   | (88.6)            | (300.6)              |
| Restructure payoffs   |                   | (9.8)                |
| Accretion of loan discounts and paid-in-kind principal                          | 6.7               | 31.9                 |
| Acceleration of loan discounts and loan fees due to early payoff or restructure | (1.8)             | (0.7)                |
| New loan fees   | (2.1)             | (14.3)               |
| Conversion of Other Assets  |                   |                      |
| Debt converted to Equity  |                   |                      |
| Warrants converted to Equity  | 2.0               | 0.2                  |
| Proceeds from sale of investments   | (2.2)             | (22.5)               |
| Net realized (loss) gain on investments   | (0.6)             | (16.7)               |
| Net change in unrealized appreciation (depreciation)                            | (1.0)             | 12.0                 |
| Ending Portfolio  | \$ 890.7          | \$ 910.3             |

The following table shows the fair value of our portfolio of investments by asset class as of March 31, 2014 (unaudited) and December 31, 2013.

| (in thousands)                    | March 31, 2014               |                                  | December 31, 2013            |                                  |
|-----------------------------------|------------------------------|----------------------------------|------------------------------|----------------------------------|
|                                   | Investments at Fair<br>Value | Percentage of Total<br>Portfolio | Investments at Fair<br>Value | Percentage of Total<br>Portfolio |
| Senior secured debt with warrants | \$ 500,899                   | 56.2%                            | \$ 634,820                   | 69.7%                            |
| Senior secured debt               | 321,074                      | 36.0%                            | 222,805                      | 24.5%                            |
| Preferred stock                   | 45,723                       | 5.1%                             | 35,554                       | 3.9%                             |
| Common stock                      | 22,966                       | 2.7%                             | 17,116                       | 1.9%                             |
|                                   | \$ 890,662                   | 100.0%                           | \$ 910,295                   | 100.0%                           |

The decline in senior secured debt with warrants is consistent with the overall decline in our investment portfolio at March 31, 2014 from December 31, 2013 and the increase in senior secured debt is due to the addition of seven new debt investments in the three-months ended March 31, 2014 partially offset by the payoff of two existing debt investments included in the period ended December 31, 2013.

A summary of our investment portfolio at value by geographic location is as follows:

| (in thousands) | March 31, 2014               |                                  | December 31, 2013            |                                  |
|----------------|------------------------------|----------------------------------|------------------------------|----------------------------------|
|                | Investments at Fair<br>Value | Percentage of Total<br>Portfolio | Investments at Fair<br>Value | Percentage of Total<br>Portfolio |
| United States  | \$ 843,941                   | 94.8%                            | \$ 864,003                   | 94.9%                            |
| Canada         | 26,201                       | 2.9%                             | 25,798                       | 2.8%                             |
| Israel         | 10,012                       | 1.1%                             | 9,863                        | 1.1%                             |
| Netherlands    | 10,008                       | 1.1%                             | 10,131                       | 1.1%                             |
| England        | 500                          | 0.1%                             | 500                          | 0.1%                             |

## Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

\$ 890,662

100.0%

\$ 910,295

100.0%

As of March 31, 2014, we held warrants or equity positions in four companies that have filed registration statements on Form S-1 with the SEC in contemplation of potential initial public offerings, specifically, Box, Inc. ( BOX ), Dance Biopharm, Inc. and two companies that filed confidentially under the JOBS Act. There can be no assurance that these companies will complete their initial public offerings in a timely manner or at all.

---

**Table of Contents****Index to Financial Statements***Changes in Portfolio*

We generate revenue in the form of interest income, primarily from our investments in debt securities, and commitment and facility fees. Fees generated in connection with our debt investments are recognized over the life of the loan or, in some cases, recognized as earned. In addition, we generate revenue in the form of capital gains, if any, on warrants or other equity-related securities that we acquire from our portfolio companies. Our investments generally range from \$1.0 million to \$40.0 million. As of March 31, 2014, our debt investments have a term of between two and seven years and typically bear interest at a rate ranging from the prevailing U.S. prime rate, or Prime or the London Interbank Offered Rate, or LIBOR, to approximately 15%. In addition to the cash yields received on our debt investments, in some instances, our debt investments may also include any of the following: end-of-term payments, exit fees, balloon payment fees, commitment fees, success fees, PIK provisions or prepayment fees which may be required to be included in income prior to receipt.

Loan origination and commitment fees received in full at the inception of a loan are deferred and amortized into fee income as an enhancement to the related loan's yield over the contractual life of the loan. We recognize nonrecurring fees amortized over the remaining term of the loan commencing in the quarter relating to specific loan modifications. Loan exit fees to be paid at the termination of the loan are accreted into interest income over the contractual life of the loan. We had approximately \$3.9 million and \$4.0 million of unamortized fees at March 31, 2014 and December 31, 2013, respectively, and approximately \$14.6 million and \$14.4 million in exit fees receivable at March 31, 2014 and December 31, 2013, respectively.

We have debt investments in our portfolio that contain a PIK provision. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income. To maintain our status as a RIC, this non-cash source of income must be paid out to stockholders in the form of dividends even though we have not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. We recorded approximately \$852,000 and \$779,000 in PIK income in the three-month periods ended March 31, 2014 and 2013, respectively.

In the majority of cases, we collateralize our investments by obtaining a first priority security interest in a portfolio company's assets, which may include its intellectual property. In other cases, we obtain a negative pledge covering a company's intellectual property. At March 31, 2014, approximately 61.5% of our portfolio company debt investments were secured by a first priority security in all of the assets of the portfolio company, including their intellectual property, and 38.5% of the debt investments were to portfolio companies that were prohibited from pledging or encumbering their intellectual property. At March 31, 2014 we had no equipment only liens on any of our portfolio companies.

Interest on debt securities is generally payable monthly, with amortization of principal typically occurring over the term of the security. In addition, certain of our loans may include an interest-only period ranging from three to eighteen months or longer. In limited instances in which we choose to defer amortization of the loan for a period of time from the date of the initial investment, the principal amount of the debt securities and any accrued but unpaid interest become due at the maturity date.

The effective yield on our debt investments during the three-month periods ended March 31, 2014 and 2013 was 17.9% and 14.3%, respectively. This increase in effective yield between periods is primarily due to the effect of fee accelerations that occurred from increased early payoffs during the three months ended March 31, 2014 as compared to the three months ended March 31, 2013. The effective yield is derived by dividing total investment income by the weighted average earning investment portfolio assets outstanding during the quarter which exclude non-interest earning assets such as warrants and equity investments. The overall weighted average yield to maturity of our debt investments was approximately 13.3% at both March 31, 2014 and December 31, 2013. The weighted average yield to maturity is computed using the interest rates in effect at the inception of each of the loans, and includes amortization of the loan facility fees, commitment fees and market premiums or discounts over the expected life of the debt investments, weighted by their respective costs when averaged and based on the assumption that all contractual loan commitments have been fully funded and held to maturity.

**Table of Contents****Index to Financial Statements***Portfolio Composition*

Our portfolio companies are primarily privately held companies and public companies which are active in the drug discovery and development, energy technology, internet consumer and business services, medical device and equipment, software, drug delivery, specialty pharmaceuticals, communications and networking, media/content/info, healthcare services, information services, surgical devices, semiconductors, biotechnology tools, consumer and business products, diagnostic and electronics and computer hardware industry sectors. These sectors are characterized by high margins, high growth rates, consolidation and product and market extension opportunities. Value for companies in these sectors is often vested in intangible assets and intellectual property.

As of March 31, 2014, approximately 64.9% of the fair value of our portfolio was composed of investments in four industries: 23.2% was composed of investments in the drug discovery and development industry, 18.7% was composed of investments in the energy technology industry, 11.9% was composed of investments in the internet consumer and business services industry and 11.1% was composed of investments in the medical device and equipment industry.

The following table shows the fair value of our portfolio by industry sector at March 31, 2014 (unaudited) and December 31, 2013:

| (in thousands)                        | March 31, 2014            |                               | December 31, 2013         |                               |
|---------------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
|                                       | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| Drug Discovery & Development          | \$ 206,535                | 23.2%                         | \$ 219,169                | 24.1%                         |
| Energy Technology                     | 166,482                   | 18.7%                         | 164,466                   | 18.1%                         |
| Internet Consumer & Business Services | 105,964                   | 11.9%                         | 122,073                   | 13.4%                         |
| Medical Devices & Equipment           | 99,061                    | 11.1%                         | 103,614                   | 11.4%                         |
| Software                              | 79,077                    | 8.9%                          | 65,218                    | 7.2%                          |
| Drug Delivery                         | 63,335                    | 7.1%                          | 62,022                    | 6.8%                          |
| Specialty Pharmaceuticals             | 40,217                    | 4.5%                          | 20,055                    | 2.2%                          |
| Communications & Networking           | 35,526                    | 4.0%                          | 35,979                    | 4.0%                          |
| Media/Content/Info                    | 29,447                    | 3.3%                          | 8,679                     | 1.0%                          |
| Healthcare Services, Other            | 20,626                    | 2.3%                          | 29,080                    | 3.2%                          |
| Information Services                  | 15,102                    | 1.7%                          | 46,565                    | 5.1%                          |
| Surgical Devices                      | 10,353                    | 1.1%                          | 10,307                    | 1.0%                          |
| Semiconductors                        | 9,464                     | 1.1%                          | 4,685                     | 0.5%                          |
| Biotechnology Tools                   | 4,541                     | 0.5%                          | 5,275                     | 0.6%                          |
| Consumer & Business Products          | 3,282                     | 0.4%                          | 2,995                     | 0.3%                          |
| Diagnostic                            | 858                       | 0.1%                          | 902                       | 0.1%                          |
| Electronics & Computer Hardware       | 792                       | 0.1%                          | 9,211                     | 1.0%                          |
|                                       | \$ 890,662                | 100.0%                        | \$ 910,295                | 100.0%                        |

Industry and sector concentrations vary as new loans are recorded and loans pay off. Loan revenue, consisting of interest, fees, and recognition of gains on equity and equity-related interests, can fluctuate materially when a loan is paid off or a related warrant or equity interest is sold. Revenue recognition in any given year can be highly concentrated among several portfolio companies.

For the three-months ended March 31, 2014 and the year ended December 31, 2013, our ten largest portfolio companies represented approximately 29.5% and 29.3% of the total fair value of our investments in portfolio companies, respectively. At both March 31, 2014 and December 31, 2013, we had one investment that represented 5% or more of our net assets. At March 31, 2014, we had five equity investments representing approximately 71.0% of the total fair value of our equity investments, and each represented 5% or more of the total fair value of our equity investments. At December 31, 2013, we had six equity investments which represented approximately 75.7% of the total fair value of our equity investments, and each represented 5% or more of the total fair value of our equity investments.

As of March 31, 2014, 100% of our debt investments were in a senior secured first lien position, and approximately 98.0% of the debt investment portfolio was priced at floating interest rates or floating interest rates with a Prime-or LIBOR-based interest rate floor. As a result, we believe we are well positioned to benefit should market interest rates increase.





**Table of Contents****Index to Financial Statements**

Our investments in senior secured debt with warrants have equity enhancement features, typically in the form of warrants or other equity-related securities designed to provide us with an opportunity for capital appreciation. Our warrant coverage generally ranges from 3% to 20% of the principal amount invested in a portfolio company, with a strike price generally equal to the most recent equity financing round. As of March 31, 2014, we held warrants in 107 portfolio companies, with a fair value of approximately \$23.6 million. The fair value of our warrant portfolio decreased by approximately 33.7%, as compared to a fair value of \$35.6 million at December 31, 2013 primarily related to the reversal of unrealized appreciation related to the exercise of our warrant positions in Neuralstem, Inc. (\$751,000) and Box, Inc. (\$8.3 million) to preferred stock.

Our existing warrant holdings currently would require us to invest approximately \$68.6 million to exercise such warrants as of March 31, 2014. Warrants may appreciate or depreciate in value depending largely upon the underlying portfolio company's performance and overall market conditions. Of the warrants which we have monetized since inception, we have realized warrant gain multiples in the range of approximately 1.01x to 14.91x based on the historical rate of return on our investments. However, our warrants may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrant portfolio.

As required by the 1940 Act, we classify our investments by level of control. Control investments are defined in the 1940 Act as investments in those companies that we are deemed to control, which, in general, includes a company in which we own 25% or more of the voting securities of such company or have greater than 50% representation on its board. Affiliate investments are investments in those companies that are affiliated companies of ours, as defined in the 1940 Act, which are not control investments. We are deemed to be an affiliate of a company in which we have invested if we own 5% or more, but less than 25%, of the voting securities of such company. Non-control/non-affiliate investments are investments that are neither control investments nor affiliate investments.

The following table summarizes our realized and unrealized gain and loss and changes in our unrealized appreciation and depreciation on affiliate investments for the three-month periods ended March 31, 2014 and 2013 (unaudited). We did not hold any Control investments at either March 31, 2014 or 2013.

(in thousands)

| Portfolio Company | Type      | Fair Value at<br>March 31, 2014 | Investment<br>Income | Three months ended<br>March 31, 2014                           |  | Realized<br>Gain/(Loss) |
|-------------------|-----------|---------------------------------|----------------------|--|--|-------------------------|
|                   |           |                                 |                      | Net Change in<br>Unrealized<br>(Depreciation)/<br>Appreciation | Reversal of<br>Unrealized<br>(Depreciation)/<br>Appreciation |                         |
| Gelesis, Inc.     | Affiliate | \$ 497                          | \$                   | \$ 24  | \$   | \$                      |
| Optiscan          |           |                                 |                      |  |  |                         |
| BioMedical, Corp. | Affiliate | 5,032                           |                      | 247  |  |                         |
| Stion Corporation | Affiliate | 5,664                           | 1,475                | (224)  |  |                         |
| <b>Total</b>      |           | \$ 11,193                       | \$ 1,475             | \$ 47  | \$   | \$                      |

(in thousands)

| Portfolio Company | Type      | Fair Value at<br>March 31, 2013 | Investment<br>Income | Three months ended<br>March 31, 2013                           |  | Realized<br>Gain/(Loss) |
|-------------------|-----------|---------------------------------|----------------------|--|--|-------------------------|
|                   |           |                                 |                      | Net Change in<br>Unrealized<br>(Depreciation)/<br>Appreciation | Reversal of<br>Unrealized<br>(Depreciation)/<br>Appreciation |                         |
| Gelesis, Inc.     | Affiliate | \$ 1,888                        | \$                   | \$ 222   | \$   | \$                      |
| Optiscan          |           |                                 |                      |  |  |                         |
| BioMedical, Corp. | Affiliate | 12,308                          | 610                  | 212  |  |                         |
| <b>Total</b>      |           | \$ 14,196                       | \$ 610               | \$ 434   | \$   | \$                      |

During the year ended December 31, 2013 Stion Corporation became classified as an affiliate.

*Portfolio Grading*

We use an investment grading system, which grades each debt investments on a scale of 1 to 5 to characterize and monitor our expected level of risk on the debt investments in our portfolio with 1 being the

**Table of Contents****Index to Financial Statements**

highest quality. The following table shows the distribution of our outstanding debt investments on the 1 to 5 investment grading scale at fair value as of March 31, 2014 (unaudited) and December 31, 2013, respectively:

| (in thousands)            | March 31, 2014      |                                |                               | December 31, 2013   |                                |                               |
|---------------------------|---------------------|--------------------------------|-------------------------------|---------------------|--------------------------------|-------------------------------|
|                           | Number of Companies | Debt Investments at Fair Value | Percentage of Total Portfolio | Number of Companies | Debt Investments at Fair Value | Percentage of Total Portfolio |
| <b>Investment Grading</b> |                     |                                |                               |                     |                                |                               |
| 1                         | 20                  | \$ 225,685                     | 28.3%                         | 15                  | \$ 162,586                     | 19.8%                         |
| 2                         | 35                  | 391,172                        | 49.0%                         | 42                  | 429,804                        | 52.3%                         |
| 3                         | 18                  | 158,956                        | 19.9%                         | 18                  | 184,692                        | 22.5%                         |
| 4                         | 3                   | 14,615                         | 1.8%                          | 4                   | 30,687                         | 3.7%                          |
| 5                         | 4                   | 7,931                          | 1.0%                          | 5                   | 14,219                         | 1.7%                          |
|                           |                     | \$ 798,359                     | 100.0%                        |                     | \$ 821,988                     | 100.0%                        |

As of March 31, 2014, our debt investments had a weighted average investment grading of 2.05, as compared to 2.20 at December 31, 2013. Our policy is to lower the grading on our portfolio companies as they approach the point in time when they will require additional equity capital. Additionally, we may downgrade our portfolio companies if they are not meeting our financing criteria or are underperforming relative to their respective business plans. Various companies in our portfolio will require additional funding in the near term or have not met their business plans and therefore have been downgraded until their funding is complete or their operations improve.

At March 31, 2014, we had three debt investments on non-accrual with a cumulative cost and fair value of approximately \$24.0 million and \$7.7 million, respectively. At December 31, 2013 we had two debt investments on non-accrual with a cumulative cost and fair value of approximately \$23.3 million and \$12.6 million, respectively.

**Results of Operations****Comparison of the three-month periods ended March 31, 2014 and 2013*****Investment Income***

Total investment income for the three-month period ended March 31, 2014 was approximately \$35.8 million as compared to approximately \$31.0 million for the three-month period ended March 31, 2013.

Interest income for the three-month period ended March 31, 2014 totaled approximately \$30.8 million as compared to approximately \$28.9 million for the three-month period ended March 31, 2013. The increase in interest income is attributable to an increase in accelerations related to early payoffs and material loan modifications (cumulative increase of approximately \$3.9 million) partially offset by a decline in the debt investment portfolio and a decrease in default interest income (cumulative decrease of approximately \$2.0 million).

Income from commitment, facility and loan related fees for the three-month period ended March 31, 2014 totaled approximately \$4.9 million as compared to approximately \$2.0 million for the three-month period ended March 31, 2013. The increase in fee income is primarily attributable to an increase in accelerations related to early payoffs and material loan modifications (cumulative increase of approximately \$1.1 million) as well as an increase in prepayment penalties collected on early payoffs (an increase of approximately \$1.7 million).

The following table shows the PIK-related activity for the three-months ended March 31, 2014 and 2013, at cost (unaudited):

| (in thousands) | Three Months Ended |                |
|----------------|--------------------|----------------|
|                | March 31, 2014     | March 31, 2013 |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |                 |                 |
|--|-----------------|-----------------|
| Beginning PIK loan balance                 | \$ 4,982        | \$ 3,309        |
| PIK interest capitalized during the period | 659             | 697             |
| Payments received from PIK loans           | (1,205)         | (142)           |
| <b>Ending PIK loan balance</b>             | <b>\$ 4,436</b> | <b>\$ 3,864</b> |

## **Table of Contents**

### **Index to Financial Statements**

The increase in payments received from PIK loans during the three-months ended March 31, 2014 is due to the addition of nine PIK loans which have incurred PIK capitalizations during the period and the payoff of two PIK loans during the three-month period ended March 31, 2014.

In certain investment transactions, we may earn income from advisory services; however, we had no income from advisory services in the three-month periods ended March 31, 2014 and 2013, respectively.

#### ***Operating Expenses***

Our operating expenses are comprised of interest and fees on our borrowings, general and administrative expenses and employee compensation and benefits. Our operating expenses totaled approximately \$17.5 million and \$15.9 million during the three month periods ended March 31, 2014 and 2013, respectively.

#### ***Interest and Fees on our Borrowings***

Interest and fees on our borrowings totaled approximately \$9.2 million for the three-month period ended March 31, 2014 as compared to approximately \$8.7 million for the three-month period ended March 31, 2013. This increase was primarily attributable to an acceleration of amortization related to the partial early payoffs of SBA obligations and our Asset-Backed Notes (cumulative acceleration of approximately \$937,000) partially offset by a decrease in interest expense related to the same events of approximately \$483,000.

We had a weighted average cost of debt, comprised of interest and fees, of approximately 6.9% for the three-months ended March 31, 2014, as compared to 5.9% for the three-months ended March 31, 2013. The increase was primarily driven by the acceleration of interest and fees related to the partial early payoffs of SBA obligations and our Asset-Backed Notes as described above.

#### ***General and Administrative Expenses***

General and administrative expenses include legal fees, consulting fees, accounting fees, printer fees, insurance premiums, rent, expenses associated with the workout of underperforming investments and various other expenses. Our general and administrative expenses increased to \$2.5 million from \$2.2 million for the three-month periods ended March 31, 2014 and 2013, respectively. These increases were primarily due to increased marketing expense related to enhancement of our website, investor relations and legal expenses.

#### ***Employee Compensation***

Employee compensation and benefits totaled approximately \$4.2 million for the three-month period ended March 31, 2014 as compared to approximately \$3.8 million for the three-month period ended March 31, 2013. This increase was primarily due to increasing our staff by six active employees at March 31, 2014 from March 31, 2013.

Stock-based compensation totaled approximately \$1.6 million for the three-month period ended March 31, 2014 as compared to approximately \$1.2 million for the three-month period ended March 31, 2013. This increase was primarily due to the restricted stock units granted March 6, 2013. Compensation expense related to this grant amortized during the entire three-month period ended March 31, 2014 compared to a partial period ended March 31, 2013.

#### ***Net Investment Realized Gains and Losses and Net Unrealized Appreciation and Depreciation***

Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of an investment without regard to unrealized appreciation or depreciation previously recognized, and includes investments written off during the period, net of recoveries. Net change in unrealized appreciation or depreciation primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

**Table of Contents****Index to Financial Statements**

A summary of realized gains and losses for the three-month periods ended March 31, 2014 and 2013 is as follows:

| (in thousands)     | Three Months Ended<br>March 31, |          |
|--------------------|---------------------------------|----------|
|                    | 2014                            | 2013     |
| Realized gains     | \$ 5,382                        | \$ 3,613 |
| Realized losses    | (510)                           | (1,622)  |
| Net realized gains | \$ 4,872                        | \$ 1,991 |

During the three-month period ended March 31, 2014, we recognized net realized gains of approximately \$4.9 million. These net realized gains include gross realized gains of approximately \$5.4 million primarily from the sale of investments in five portfolio companies, including Cell Therapeutics (\$1.3 million), Neuralstem (\$1.2 million), Portola Pharmaceuticals (\$700,000), AcelRx (\$485,000) and Dicerna (\$200,000). These gains were partially offset by gross realized losses of approximately \$500,000 from the liquidation of our investments in five portfolio companies.

During the three-month period ended March 31, 2013, we recognized net realized gains of approximately \$2.0 million. These net realized gains include gross realized gains of approximately \$3.6 million primarily from the sale of investments in three portfolio companies. These gains were partially offset by gross realized losses of approximately \$1.6 million from the liquidation of our investments in five portfolio companies.

The net unrealized appreciation and depreciation of our investments is based on fair value of each investment determined in good faith by our Board of Directors. The following table itemizes the change in net unrealized appreciation/depreciation of investments for the three-month periods ended March 31, 2014 and 2013:

| (in thousands)  | Three Months Ended<br>March 31, |                |
|---|---------------------------------|----------------|
|   | 2014<br>Amount                  | 2013<br>Amount |
| Gross unrealized appreciation on portfolio investments                        | \$ 25,249                       | \$ 13,224      |
| Gross unrealized depreciation on portfolio investments                        | (25,296)                        | (14,059)       |
| Reversal of prior period net unrealized appreciation upon a realization event | (1,656)                         | (2,461)        |
| Reversal of prior period net unrealized depreciation upon a realization event | 739                             | 1,613          |
| Net unrealized appreciation (depreciation) on taxes payable                   | (72)                            |                |
| Citigroup Warrant Participation   | 45                              | 181            |
| Net unrealized appreciation (depreciation) on portfolio investments           | \$ (991)                        | \$ (1,502)     |

During the three-months ended March 31, 2014, we recorded approximately \$1.0 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$12.0 million is attributed to net unrealized appreciation on equity.

This unrealized appreciation was offset by approximately \$10.3 million attributed to net unrealized depreciation on our warrant investments, including approximately \$1.5 million of net unrealized depreciation due to the reversal of prior period net unrealized appreciation upon being realized as a gain. Additionally, this unrealized appreciation was offset by approximately \$2.7 million of net unrealized depreciation on our debt investments, which primarily related to \$7.2 million of unrealized depreciation for collateral based impairments and the reversal of approximately \$300,000 of prior period net unrealized appreciation upon being realized as a loss due to the write-off or early payoff of debt investments.

Net unrealized appreciation decreased by approximately \$72,000 as a result of estimated taxes payable for the three-months ended March 31, 2014.



**Table of Contents****Index to Financial Statements**

During the three-months ended March 31, 2014, net unrealized appreciation increased by approximately \$45,000 as a result of net depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement.

During the three-months ended March 31, 2013, we recorded approximately \$1.5 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$1.9 million is attributed to net unrealized appreciation on equity, of which approximately \$93,000 is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and approximately \$268,000 is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. Approximately \$3.8 million is attributed to net unrealized appreciation on our warrant investments, of which approximately \$1.9 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and approximately \$1.3 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss.

During the three-months ended March 31, 2013, net unrealized appreciation increased by approximately \$181,000 as a result of current quarter net depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement.

The following table itemizes the change in net unrealized appreciation/(depreciation) in the investment portfolio by category for the three-month periods ended March 31, 2014 and 2013 (unaudited).

| (in millions)  | Three Months Ended March 31, 2014 |         |           |          |
|--|-----------------------------------|---------|-----------|----------|
|  | Debt                              | Equity  | Warrants  | Total    |
| Collateral based impairments                               | \$ (7.2)                          | \$      | \$ (0.2)  | \$ (7.4) |
| Reversals due to Debt Payoffs & Warrant/Equity sales       | (0.3)                             | 0.2     | (9.6)     | (9.7)    |
| Fair Value Market/Yield Adjustments*                       |                                   |         |           |          |
| Level 1 & 2 Assets   |                                   | 3.5     | 0.1       | 3.6      |
| Level 3 Assets   | 4.8                               | 8.3     | (0.6)     | 12.5     |
| Total Fair Value Market/Yield Adjustments                  | 4.8                               | 11.8    | (0.5)     | 16.1     |
| Total Net Change in Unrealized Appreciation/(Depreciation) | \$ (2.7)                          | \$ 12.0 | \$ (10.3) | \$ (1.0) |

| (in millions)  | Three Months Ended March 31, 2013 |        |          |          |
|--|-----------------------------------|--------|----------|----------|
|  | Debt                              | Equity | Warrants | Total    |
| Collateral based impairments                               | \$ (5.7)                          | \$     | \$       | (5.7)    |
| Reversals due to Debt Payoffs & Warrant/Equity sales       |                                   | 0.2    | (1.0)    | (0.8)    |
| Fair Value Market/Yield Adjustments*                       |                                   |        |          |          |
| Level 1 & 2 Assets   |                                   | 0.1    | 0.2      | 0.3      |
| Level 3 Assets   | (1.5)                             | 1.6    | 4.4      | 4.5      |
| Total Fair Value Market/Yield Adjustments                  | (1.5)                             | 1.7    | 4.6      | 4.8      |
| Total Net Change in Unrealized Appreciation/(Depreciation) | \$ (7.2)                          | \$ 1.9 | \$ 3.6   | \$ (1.7) |

\* Level 1 assets are generally equities listed in active markets and level 2 assets are generally warrants held in a public company. Observable market prices are typically the primary input in valuing level 1 and 2 assets. Level 3 asset valuations require inputs that are both significant and unobservable. Generally, level 3 assets are debt investments and warrants and equities held in a private company. See Note 2 to the financial statements discussing ASC 820.

***Income and Excise Taxes***

We account for income taxes in accordance with the provisions of ASC 740, Income Taxes, which requires that deferred income taxes be determined based upon the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of the enacted tax law. Valuation allowances are used to reduce deferred tax assets to the amount likely to be realized. We intend to distribute approximately \$3.8 million of spillover earnings from the year ended December 31, 2013 to our shareholders in 2014.





**Table of Contents****Index to Financial Statements*****Net Increase in Net Assets Resulting from Operations and Earnings Per Share***

For the three-month periods ended March 31, 2014 and 2013, the net increase in net assets resulting from operations totaled approximately \$22.2 million and approximately \$16.7 million, respectively. These changes are made up of the items previously described.

The basic and fully diluted net change in net assets per common share was \$0.36 and \$0.35 for the three-month period ended March 31, 2014, whereas both the basic and fully diluted net change in net assets per common share for the three-month period ended March 31, 2013 was \$0.30.

For the purpose of calculating diluted earnings per share for three-months ended March 31, 2014 and 2013, the dilutive effect of the Convertible Senior Notes under the treasury stock method is included in this calculation because our share price was greater than the conversion price in effect (\$11.56 and \$11.78, respectively) for the Convertible Senior Notes for such period.

**Comparison of periods ended December 31, 2013 and 2012*****Investment Income******Interest Income***

Total investment income for the year ended December 31, 2013 was approximately \$139.7 million as compared to approximately \$97.5 million for the year ended December 31, 2012.

Interest income for the year ended December 31, 2013 totaled approximately \$123.7 million as compared to approximately \$87.6 million for the year ended December 31, 2012. The increase in interest income is primarily attributable to an increase of loan interest income of approximately \$25.0 million for the year ended December 31, 2013, related to both new loans originated during 2013 and an overall increase in amortization during 2013 on loans originated during 2012. This increase in interest income was partially offset by pay-offs during the year ended December 31, 2013.

The following table shows the lending activity involving contractual payment-in-kind, or PIK, interest arrangements for the years ended December 31, 2013 and 2012, at cost:

| <b>(in thousands)</b>                      | <b>Years ended<br/>December 31,</b> |                 |
|--|-------------------------------------|-----------------|
|  | <b>2013</b>                         | <b>2012</b>     |
| Beginning PIK loan balance                 | \$ 3,309                            | \$ 2,041        |
| PIK interest capitalized during the period | 3,103                               | 1,400           |
| Payments received from PIK loans           | (1,123)                             | (132)           |
| Realized Loss                              | (307)                               |                 |
| <b>Ending PIK loan balance</b>             | <b>\$ 4,982</b>                     | <b>\$ 3,309</b> |

The increase in payments received from PIK loans and PIK interest capitalized during the year ended December 31, 2013 is due to the addition of nine PIK loans which have incurred PIK capitalizations during the period offset by the payoff of four PIK loans during the period ended December 31, 2013.

***Fee Income***

Income from commitment, facility and loan related fees for the year ended December 31, 2013 totaled approximately \$16.0 million as compared to approximately \$9.9 million for the year ended December 31, 2012. The increase in fee income is primarily attributable to additional fee accelerations and one time fees due to early pay-offs during the year ended December 31, 2013 as compared to the same period in 2012.

In certain investment transactions, we may earn income from advisory services; however, we had no income from advisory services in the years ended December 31, 2013 and 2012, respectively.

---

**Table of Contents****Index to Financial Statements*****Operating Expenses***

Our operating expenses are comprised of interest and fees on our borrowings, general and administrative expenses and employee compensation and benefits. Operating expenses totaled approximately \$66.6 million and \$49.4 million during the years ended December 31, 2013 and 2012, respectively.

***Interest and Fees on our Borrowings***

Interest and fees on borrowings totaled approximately \$35.1 million for the year ended December 31, 2013 as compared to approximately \$23.8 million for the year ended December 31, 2012. This increase was primarily attributable to interest and fee expenses of approximately \$12.9 million for the year ended December 31, 2013 related to the 2019 Notes issued in April and September 2012, which is \$7.3 million greater than \$5.6 million of interest and fees incurred during the year ended December 31, 2012, and approximately \$5.1 million of interest and fee expense incurred due to the Asset-Backed Notes issued in December 2012. These expenses were partially offset by a decrease in interest and fees of approximately \$749,000 for the year ended December 31, 2013 associated with our SBA debentures due to the pay down in August 2012 of debentures that had a weighted average cost of debt of 6.40% and borrowings of \$24.75 million of debentures in November 2012 that had a weighted average cost of debt of 3.05%.

Additionally, we incurred approximately \$1.1 million of non cash interest expense during the period ended December 31, 2013 attributed to the accretion of the fair value of the conversion feature on the Convertible Senior Notes. We had a weighted average cost of debt, comprised of interest and fees, of approximately 6.1% for the year ended December 31, 2013, as compared to 6.6% during the year ended December 31, 2012. The decrease was primarily driven by the Asset-Backed Notes issued in December 2012, which account for approximately 18.9% of our outstanding debt and accrue interest at 3.3%. As of December 31, 2013 the weighted average debt outstanding was approximately \$580.1 million.

***General and Administrative Expenses***

General and administrative expenses include legal fees, consulting fees, accounting fees, printer fees, insurance premiums, rent, expenses associated with the workout of underperforming investments and various other expenses. Our general and administrative expenses increased to \$9.3 million from \$8.1 million for the years ended December 31, 2013 and 2012, respectively. These increases were primarily due to increases of approximately \$689,000 and \$442,000 related to corporate legal expenses and outside consulting services, partially offset by a reduction of approximately \$249,000 for accounting fees.

***Employee Compensation***

Employee compensation and benefits totaled approximately \$16.2 million for the year ended December 31, 2013 as compared to approximately \$13.3 million for the year ended December 31, 2012. This increase was due to increasing our staff to 62 active employees at December 31, 2013 from 52 active employees at December 31, 2012 and increasing our variable compensation (bonus) accrual based on performance improvements.

Stock-based compensation totaled approximately \$6.0 million for the year ended December 31, 2013 as compared to approximately \$4.2 million for the year ended December 31, 2012. These increases were due primarily to the expense on restricted stock grants for 607,001 shares granted during the year ended December 31, 2013.

***Net Investment Realized Gains and Losses and Unrealized Appreciation and Depreciation***

Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of an investment without regard to unrealized appreciation or depreciation previously recognized, and includes investments written off during the period, net of recoveries. Net change in unrealized appreciation or depreciation primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

**Table of Contents****Index to Financial Statements**

A summary of realized gains and losses for the years ended December 31, 2013 and 2012 is as follows:

| (in thousands)              | Years Ended<br>December 31, |           |
|-----------------------------|-----------------------------|-----------|
|                             | 2013                        | 2012      |
| Realized gains              | \$ 32,577                   | \$ 17,481 |
| Realized losses             | (17,741)                    | (14,313)  |
| Net realized gains (losses) | \$ 14,836                   | \$ 3,168  |

During the year ended December 31, 2013, we recognized net realized gains of approximately \$14.8 million. These net realized gains include gross realized gains of approximately \$32.6 million primarily from the sale of equity and warrant investments in nine portfolio companies, including Virident Systems, Inc. (\$7.5 million), Anacor Pharmaceuticals, Inc. (\$5.0 million), iWatt, Inc. (\$4.7 million), Althea Technologies, Inc. (\$4.3 million), WageWorks, Inc. (\$2.0 million), Lanx, Inc. (\$1.9 million), InsMed, Inc. (\$1.4 million), Pacira Pharmaceuticals, Inc. (\$1.3 million) and AcelRx, Inc. (\$1.1 million). These gains were partially offset by gross realized losses of approximately \$17.8 million primarily from the liquidation of our debt and equity investments in five portfolio companies, including Bridgewave Communications (\$4.4 million), E-Band Communications Corp (\$3.3 million), Tethys Bioscience, Inc. (\$2.5 million), Just.Me, Inc. (\$1.3 million), and PointOne, Inc. (\$1.1 million).

During the year ended December 31, 2012, we recognized net realized gains of \$3.2 million. These net realized gains include gross realized gains of approximately \$17.5 million primarily from the sale of equity and warrant investments in NEXX Systems, Inc., (\$5.1 million), BARRX Medical (\$3.1 million), DeCode Genetics (\$2.6 million), Aegerion Pharmaceuticals (\$2.4 million) and Annie s (\$2.4 million). These gains were partially offset by gross realized losses of approximately \$14.3 million from the liquidation of our equity and warrant investments in MaxVision Holding, L.L.C (\$8.7 million), Razorgator Interactive Group (\$2.2 million), Zeta Interactive Corporation (\$672,000) and Magi.com (\$463,000) pka Hi5 Networks, Inc.

The net unrealized appreciation and depreciation of our investments is based on fair value of each investment determined in good faith by our Board of Directors. The following table itemizes the change in net unrealized appreciation/depreciation of investments for the years ended December 31, 2013 and 2012:

| (in thousands)  | Years Ended<br>December 31, |                |
|---|-----------------------------|----------------|
|   | 2013<br>Amount              | 2012<br>Amount |
| Gross unrealized appreciation on portfolio investments                        | \$ 80,616                   | \$ 65,871      |
| Gross unrealized depreciation on portfolio investments                        | (63,855)                    | (73,158)       |
| Reversal of prior period net unrealized appreciation upon a realization event | (26,489)                    | (12,575)       |
| Reversal of prior period net unrealized depreciation upon a realization event | 21,763                      | 14,944         |
| Net unrealized appreciation (depreciation) attributable to taxes payable      | (898)                       |                |
| Net unrealized appreciation (depreciation) on escrow receivables              | 465                         |                |
| Citigroup Warrant Participation   | (57)                        | 402            |
| Net unrealized appreciation (depreciation) on portfolio investments           | \$ 11,545                   | \$ (4,516)     |

During the year ended December 31, 2013, we recorded approximately \$12.0 million of net unrealized appreciation from our debt, equity and warrant investments. Approximately \$15.7 million is attributed to net unrealized appreciation on equity, including approximately \$5.6 million of net unrealized depreciation due to the reversal of prior period net unrealized appreciation upon being realized as a gain. Approximately \$4.5 million is attributed to net unrealized appreciation on our warrant investments, including approximately \$9.4 million of net unrealized depreciation due to the reversal of prior period net unrealized appreciation upon being realized as a gain.

This unrealized appreciation was partially offset by approximately \$8.2 million of net unrealized depreciation on our debt investments, which primarily related to \$21.2 million of unrealized depreciation for collateral based impairments, offset by the reversal of approximately \$13.0 million of prior period net unrealized depreciation upon being realized as a loss due to the write-off or early payoff of debt investments.

**Table of Contents****Index to Financial Statements**

Net unrealized appreciation decreased by approximately \$898,000 as a result of estimated taxes payable for the year ended December 31, 2013.

Net unrealized appreciation further increased by approximately \$465,000 as a result of escrow receivables related to merger and acquisition transactions closed during the year ended December 31, 2013.

For the year ended December 31, 2013, net unrealized appreciation decreased by approximately \$57,000 as a result of net appreciation of fair value on the pool of warrants collateralized under the warrant participation agreement.

During the year ended December 31, 2012, we recorded approximately \$4.5 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$3.4 million and \$2.3 million is attributed to net unrealized depreciation on warrant investments and debt investments, respectively, of which approximately \$6.6 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$9.2 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. The remainder is related to fluctuations in current market interest rates during the year ended December 31, 2012.

This unrealized depreciation was partially offset by approximately \$1.3 million of net unrealized appreciation on our equity investments, of which approximately \$6.0 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$5.7 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss.

The following table itemizes the change in net unrealized appreciation/(depreciation) in the investment portfolio by category for the years ended December 31, 2013 and December 31, 2012.

| (in millions)   | Year Ended December 31, 2013 |         |          |           |
|---|------------------------------|---------|----------|-----------|
|   | Debt                         | Equity  | Warrants | Total     |
| Collateral based impairments                                    | \$ (21.2)                    | \$      | \$ (0.1) | \$ (21.3) |
| Reversals due to Debt Investment Payoffs & Warrant/Equity sales | 13.0                         | (5.8)   | (10.6)   | (3.4)     |
| Fair Value Market/Yield Adjustments*                            |                              |         |          |           |
| Level 1 & 2 Assets  |                              | 7.6     | 3.5      | 11.1      |
| Level 3 Assets  |                              | 13.9    | 11.7     | 25.6      |
| Total Fair Value Market/Yield Adjustments                       |                              | 21.5    | 15.2     | 36.7      |
| Total Unrealized Appreciation/(Depreciation)                    | \$ (8.2)                     | \$ 15.7 | \$ 4.5   | \$ 12.0   |

| (in millions)   | Year Ended December 31, 2012 |          |          |          |
|---|------------------------------|----------|----------|----------|
|   | Debt                         | Equity   | Warrants | Total    |
| Collateral based impairments                                    | \$ (11.4)                    | \$ (2.1) | \$ (1.2) | (14.7)   |
| Reversals of Prior Period Collateral based impairments          | 10.0                         | 0.5      | 0.7      | 11.2     |
| Reversals due to Debt Investment Payoffs & Warrant/Equity sales | 7.0                          | (0.3)    | (5.0)    | 1.7      |
| Fair Value Market/Yield Adjustments*                            |                              |          |          |          |
| Level 1 & 2 Assets  |                              | (6.5)    | 1.9      | (4.6)    |
| Level 3 Assets  | (7.9)                        | 9.7      | 0.2      | 2.0      |
| Total Fair Value Market/Yield Adjustments                       | (7.9)                        | 3.2      | 2.1      | (2.6)    |
| Total Unrealized Appreciation/(Depreciation)                    | \$ (2.3)                     | \$ 1.3   | \$ (3.4) | \$ (4.4) |

\* Level 1 assets are generally equities listed in active markets and level 2 assets are generally warrants held in a public company. Observable market prices are typically the primary input in valuing level 1 and 2 assets. Level 3 asset valuations require inputs that are both significant and unobservable. Generally, level 3 assets are debt investments and warrants and equities held in a private company. See Note 2 to the financial statements discussing ASC 820.

*Income and Excise Taxes*

We account for income taxes in accordance with the provisions of ASC 740, Income Taxes, which requires that deferred income taxes be determined based upon the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of the enacted tax law. Valuation allowances are



**Table of Contents****Index to Financial Statements**

used to reduce deferred tax assets to the amount likely to be realized. We intend to distribute approximately \$3.8 million of spillover earnings from the year ended December 31, 2013 to our shareholders in 2014.

***Net Increase in Net Assets Resulting from Operations and Earnings Per Share***

For the years ended December 31, 2013 and December 31, 2012, the net increase in net assets resulting from operations totaled approximately \$99.4 million and \$46.8 million, respectively. These changes are made up of the items previously described.

The basic and fully diluted net change in net assets per common share for the year ended December 31, 2013 were \$1.67 and \$1.63, respectively, whereas both the basic and fully diluted net change in net assets per common share for the year ended December 31, 2012 were \$0.93.

For the purpose of calculating diluted earnings per share for the year ended December 31, 2013, the dilutive effect of the Convertible Senior Notes under the treasury stock method is included in this calculation because our share price was greater than the conversion price in effect (\$11.63) for the Convertible Senior Notes for such period. For the year ended December 31, 2012, the dilutive effect of the Convertible Senior Notes under the treasury stock method is anti-dilutive because our share price was less than the conversion price in effect (\$11.81) for the Convertible Senior Notes for such period, and not included in this calculation.

**Comparison of periods ended December 31, 2012 and 2011*****Investment Income******Interest Income***

Interest income totaled approximately \$87.6 million and \$70.3 million for 2012 and 2011, respectively. Income from commitment, facility and loan related fees totaled approximately \$9.9 million 2012, compared with \$9.5 million for 2011. The increase in interest income was directly related to an increase in the average investment portfolio outstanding in 2012 than in 2011.

In 2012 and 2011, interest income included approximately \$8.4 million and \$7.4 million of income from exit fees, respectively. The year over year increase is attributed to an increase in early payoffs for the year ended December 31, 2012 and an increase in the average investment portfolio outstanding in 2012 than in 2011.

At December 31, 2012 and 2011, we had approximately \$11.4 million and \$10.3 million of deferred income related to commitment, facility and loan related fees, respectively. The increase in deferred income was attributed to increased investment originations in 2012.

The following table shows lending activity involving contractual PIK interest arrangements for the years ended December 31, 2012 and 2011, at cost:

| (in thousands)                             | Years ended<br>December 31, |                 |
|--|-----------------------------|-----------------|
|  | 2012                        | 2011            |
| Beginning PIK loan balance                 | \$ 2,041                    | \$ 3,955        |
| PIK interest capitalized during the period | 1,400                       | 2,093           |
| Payments received from PIK loans           | (132)                       | (3,567)         |
| PIK converted to other securities          |                             | (440)           |
| <b>Ending PIK loan balance</b>             | <b>\$ 3,309</b>             | <b>\$ 2,041</b> |

The decrease in payments received from PIK loans and PIK interest capitalized during the year ended December 31, 2012 is due to approximately \$1.4 million, \$1.0 million, \$493,000, \$302,000, and \$268,000 of PIK collected in conjunction with the sale of our investment in Infologix, Inc. and the early payoffs of IPA Holdings,



**Table of Contents**

**Index to Financial Statements**

LLC., Unify Corporation, HighJump Acquisition, LLC., and Velocity Technology Solutions, Inc., respectively, in the year ended December 31, 2011. The decrease in PIK converted to other securities during the year December 31, 2012 is due to approximately \$440,000 related to the conversion of MaxVision Holding, LLC. debt to equity during the year ended December 31, 2011.

In certain investment transactions, we may provide advisory services. For services that are separately identifiable and external evidence exists to substantiate fair value, income is recognized as earned, which is generally when the investment transaction closes. We had no income from advisory services during the year ended December 31, 2012.

***Operating Expenses***

Operating expenses, which are comprised of interest and fees on borrowings, general and administrative and employee compensation, totaled approximately \$49.4 million and \$40.3 million during the periods ended December 31, 2012 and 2011, respectively.

***Interest and Fees on our Borrowings***

Interest and fees on borrowings totaled approximately \$23.8 million and \$15.9 million during the periods ended December 31, 2012 and 2011, respectively. This \$7.9 million year over year increase is largely attributed to \$1.6 million of incremental interest and fee expense due to the Convertible Senior Notes issued on April 15, 2011 and \$5.6 million related to the 2019 Notes issued in April and September 2012.

Additionally, we incurred approximately \$577,000 of non cash interest expense during the period ended December 31, 2012 attributed to the accretion of the fair value of the conversion feature on the Convertible Senior Notes. We had a weighted average cost of debt comprised of interest and fees of approximately 6.58% at December 31, 2012, as compared to 6.23% as of December 31, 2011.

***General and Administrative Expenses***

General and administrative expenses include legal fees, consulting fees, accounting fees, printer fees, insurance premiums, rent, workout and various other expenses. Expenses increased to \$8.1 million from \$8.0 million for the periods ended December 31, 2012 and 2011, respectively.

***Employee Compensation***

Employee compensation and benefits totaled approximately \$13.3 million during both the periods ended December 31, 2012 and 2011. Stock-based compensation totaled approximately \$4.2 million and \$3.1 million during the periods ended December 31, 2012 and 2011, respectively. This increase was due primarily to the expense on restricted stock grants of approximately 672,000 shares issued in the first quarter of 2012.

***Net Investment Income Before Income Tax Expense and Investment Gains and Losses***

Net investment income before income tax expense for the year ended December 31, 2012 totaled \$48.1 million as compared with a net investment income before income tax expense in 2011 of approximately \$39.6 million. The changes are made up of the items described above under Investment Income and Operating Expenses.

***Net Investment Realized Gains and Losses and Unrealized Appreciation and Depreciation***

Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment without regard to unrealized appreciation or depreciation previously recognized, and includes investments charged off during the period, net of recoveries. Net change in unrealized appreciation or depreciation primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

**Table of Contents****Index to Financial Statements**

A summary of realized gains and losses for the years ended December 31, 2012 and 2011 is as follows:

| (in thousands)     | Years Ended<br>December 31, |           |
|--------------------|-----------------------------|-----------|
|                    | 2012                        | 2011      |
| Realized gains     | \$ 17,481                   | \$ 11,092 |
| Realized losses    | (14,313)                    | (8,351)   |
| Net realized gains | \$ 3,168                    | \$ 2,741  |

During the year ended December 31, 2012, we recognized gross realized gains of approximately \$17.5 million and gross realized losses of approximately \$14.3 million, respectively, on the portfolio. During the year ended December 31, 2012, we recorded realized gains of approximately \$5.1 million, \$3.1 million, \$2.6 million, \$2.4 million and \$2.4 million from the sale of our investments in NEXX Systems, BARRX Medical, Inc., DeCode Genetics, Aegerion Pharmaceuticals, and Annie's, respectively. These gains were partially offset by the liquidation of our investments in MaxVision Holding, L.L.C, Razorgator Interactive Group, Zeta Interactive Corporation and Magi.com (pka Hi5 Networks, Inc.), of approximately \$8.7 million, \$2.2 million, \$672,000 and \$463,000, respectively.

During the year ended December 31, 2011 we recognized total gross realized gains of approximately \$11.1 million primarily due to the sale of warrants and equity investments in three portfolio companies. We recognized gross realized losses in 2011 of approximately \$8.4 million on the disposition of investments in 13 portfolio companies.

The net unrealized appreciation and depreciation of our investments is based on fair value of each investment determined in good faith by our Board of Directors. The following table itemizes the change in net unrealized appreciation/depreciation of investments for the years ended December 31, 2012 and 2011:

| (in thousands)  | Years Ended<br>December 31, |           |
|---|-----------------------------|-----------|
|   | 2012                        | 2011      |
| Gross unrealized appreciation on portfolio investments                        | \$ 65,871                   | \$ 58,980 |
| Gross unrealized depreciation on portfolio investments                        | (73,158)                    | (49,327)  |
| Reversal of prior period net unrealized appreciation upon a realization event | (12,575)                    | (13,224)  |
| Reversal of prior period net unrealized depreciation upon a realization event | 14,944                      | 8,395     |
| Citigroup Warrant Participation   | 402                         | (217)     |
| Net unrealized appreciation (depreciation) on portfolio investments           | \$ (4,516)                  | \$ 4,607  |

During the year ended December 31, 2012, we recorded approximately \$4.5 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$1.3 million is attributed to net unrealized appreciation on equity, of which approximately \$6.0 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$5.7 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss.

We recorded approximately \$3.4 million and \$2.3 million of net unrealized depreciation on our warrant and debt investments, respectively, of which approximately \$6.6 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$9.2 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss.

During the year ended December 31, 2012, net unrealized investment appreciation recognized by the Company was reduced by approximately \$402,000 due to the warrant participation agreement with Citigroup.

During the year ended December 31, 2011 net change in unrealized appreciation totaled approximately \$4.6 million from debt, warrant and equity investments. Approximately \$9.0 million was due to net unrealized appreciation on debt investments attributable to reversal of unrealized

depreciation to realized loss of approximately \$5.0 million on one technology debt investment and due to the reversal of unrealized depreciation

**Table of Contents****Index to Financial Statements**

of approximately \$3.1 million on one life science debt investment as a result of improvements at the portfolio company. Approximately \$5.8 million of net unrealized depreciation on equity investments during the year ended December 31, 2011, was primarily attributable to the sale of InfoLogix, Inc. resulting in the reversal of \$7.7 million of unrealized appreciation on equity investments to realized gains offset by approximately \$1.9 million of net appreciation due to net increases in private and public portfolio company valuations.

The following table itemizes the change in net unrealized appreciation/ (depreciation) in the investment portfolio by category for the year ended December 31, 2012.

| (in millions)   | Year Ended December 31, 2012 |          |          |           |
|---|------------------------------|----------|----------|-----------|
|   | Loans                        | Equity   | Warrants | Total     |
| Collateral based impairments                                    | \$ (11.4)                    | \$ (2.1) | \$ (1.2) | \$ (14.7) |
| Reversals of Prior Period Collateral based impairments          | 10.0                         | 0.5      | 0.7      | 11.2      |
| Reversals due to Debt Investment Payoffs & Warrant/Equity sales | 7.0                          | (0.3)    | (5.0)    | 1.7       |
| Fair Value Market/Yield Adjustments*                            |                              |          |          |           |
| Level 1 & 2 Assets  |                              | (6.5)    | 1.9      | (4.6)     |
| Level 3 Assets  | (7.9)                        | 9.7      | 0.2      | 2.0       |
| Total Fair Value Market/Yield Adjustments                       | (7.9)                        | 3.2      | 2.1      | (2.6)     |
| Total Unrealized Appreciation/(Depreciation)                    | \$ (2.3)                     | \$ 1.3   | \$ (3.4) | \$ (4.4)  |

\* Level 1 assets are generally equities listed in active markets and level 2 assets are generally warrants held in a public company. Observable market prices are typically the primary input in valuing level 1 and 2 assets. Level 3 asset valuations require inputs that are both significant and unobservable. Generally, level 3 assets are debt investments and warrants and equities held in a private company. See Note 2 to the financial statements discussing ASC 820.

During the year ended December 31, 2012, we recorded approximately \$7.9 million net unrealized depreciation on our debt investments related to fluctuations in current market interest rates.

***Income and Excise Taxes***

We account for income taxes in accordance with the provisions of ASC 740, Income Taxes, which requires that deferred income taxes be determined based upon the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of the enacted tax law. Valuation allowances are used to reduce deferred tax assets to the amount likely to be realized. We distributed approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

***Net Increase in Net Assets Resulting from Operations and Earnings Per Share***

For the year ended December 31, 2012 net increase in net assets resulting from operations totaled approximately \$46.8 million compared to net income of approximately \$46.9 million for the period ended December 31, 2011. These changes are made up of the items previously described.

Basic and fully diluted net change in net assets per common share were \$0.93 and \$0.93, respectively, for the year ended December 31, 2012, compared to a basic and fully diluted net income per share of \$1.08 and \$1.07, respectively, for the year ended December 31, 2011.

***Financial Condition, Liquidity, and Capital Resources***

Our liquidity and capital resources are derived from our Wells Facility, Union Bank Facility (together the Credit Facilities), SBA debentures, Convertible Senior Notes, 2019 Notes, Asset-Backed Notes and cash flows from operations, including investment sales and repayments, and income earned. Our primary use of funds from operations includes investments in portfolio companies and payments of fees and other operating expenses we incur. We have used, and expect to continue to use, our borrowings and the proceeds from the rotation of our portfolio and from public and private offerings of securities to finance our investment objectives. We may raise



**Table of Contents**

**Index to Financial Statements**

additional equity or debt capital through both registered offerings off a shelf registration, At-The-Market, or ATM, and private offerings of securities, by securitizing a portion of our investments or borrowing, including from the SBA through our SBIC subsidiaries.

On August 16, 2013, we entered into an ATM equity distribution agreement with JMP Securities LLC, or JMP. The equity distribution agreement provides that we may offer and sell up to 8.0 million shares of our common stock from time to time through JMP, as our sales agent. Sales of our common stock, if any, may be made in negotiated transactions or transactions that are deemed to be at the market, as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the NYSE or similar securities exchange or sales made to or through a market maker other than on an exchange, at prices related to the prevailing market prices or at negotiated prices. There were no sales under the ATM Program for the three-month period ended March 31, 2014.

At March 31, 2014, we had \$75.0 million of Convertible Senior Notes payable, \$170.4 million of 2019 Notes, \$63.8 million of Asset-Backed Notes and \$190.2 million of SBA debentures payable. We had no borrowings outstanding under either the Wells Facility or the Union Bank Facility.

At March 31, 2014, we had \$329.5 million in available liquidity, including \$224.5 million in cash and cash equivalents. We had available borrowing capacity of approximately \$75.0 million under the Wells Facility and \$30.0 million under the Union Bank Facility, subject to existing terms and advance rates and regulatory requirements. We primarily invest cash on hand in interest bearing deposit accounts.

At March 31, 2014, we had \$112.5 million of cash in restricted accounts related to our SBIC that we may use to fund new investments in the SBIC. With our net investments of \$38.0 million and \$74.5 million in HT II and HT III, respectively, we have the combined capacity to issue a total of \$225.0 million of SBA guaranteed debentures, subject to SBA approval. At March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries.

At March 31, 2014, we had approximately \$4.8 million of restricted cash. Our restricted cash consists of collections of interest and principal payments on assets that are securitized. In accordance with the terms of the related securitized Asset-Backed Notes, based on current characteristics of the securitized debt investment portfolios, the restricted funds may be used to pay monthly interest and principal on the securitized debt and are not distributed to us or available for our general operations. During the three-months ended March 31, 2014, we principally funded our operations from (i) cash receipts from interest, dividend and fee income from our investment portfolio and (ii) cash proceeds from the realization of portfolio investments through the repayments of debt investments and the sale of debt and equity investments.

During the three-months ended March 31, 2014, our operating activities provided \$35.8 million of cash and cash equivalents, compared to \$47.7 million used during the three-months ended March 31, 2013. This \$83.5 million increase in cash provided by operating activities resulted primarily from an increase in principal payments received on investments of approximately \$56.7 million, and a decrease in purchases of investments of approximately \$25.2 million. During the three-months ended March 31, 2014, our investing activities provided \$1.5 million of cash, compared to approximately \$900,000 used during three-months ended March 31, 2013. This \$2.4 million increase in cash provided by investing activities was primarily due to a reduction of approximately \$2.3 million in cash, classified as restricted cash, on assets that are securitized.

During the three-months ended March 31, 2014, our financing activities used \$81.2 million of cash, compared to \$72.5 million provided during the three-months ended March 31, 2013. This \$153.7 million decrease in cash provided by financing activities was primarily due to a decrease in proceeds from issuance of common stock of \$96.5 million and an increase in repayments of Asset-Backed Notes and credit facilities of \$25.8 million and \$25.5 million, respectively.



**Table of Contents****Index to Financial Statements**

As of March 31, 2014, net assets totaled \$653.3 million, with a net asset value per share of \$10.58. We intend to generate additional cash primarily from cash flows from operations, including income earned from investments in our portfolio companies and, to a lesser extent, from the temporary investment of cash in other high-quality debt investments that mature in one year or less as well as from future borrowings as required to meet our lending activities. Our primary use of funds will be investments in portfolio companies and cash distributions to holders of our common stock.

As required by the 1940 Act, our asset coverage must be at least 200% after each issuance of senior securities. As of March 31, 2014 our asset coverage ratio under our regulatory requirements as a business development company was 312.8%, excluding our SBA debentures as a result of our exemptive order from the SEC which allows us to exclude all SBA leverage from our asset coverage ratio. As a result of the SEC exemptive order, our ratio of total assets on a consolidated basis to outstanding indebtedness may be less than 200%, which while providing increased investment flexibility, also may increase our exposure to risks associated with leverage. Total leverage when including our SBA debentures was 231.4% at March 31, 2014.

***Outstanding Borrowings***

At March 31, 2014 (unaudited) and December 31, 2013, we had the following available borrowings and outstanding amounts:

| (in thousands)                          | March 31, 2014    |                               | December 31, 2013 |                               |
|---|-------------------|-------------------------------|-------------------|-------------------------------|
|   | Total Available   | Carrying Value <sup>(1)</sup> | Total Available   | Carrying Value <sup>(1)</sup> |
| SBA Debentures <sup>(2)</sup>           | \$ 190,200        | \$ 190,200                    | \$ 225,000        | \$ 225,000                    |
| 2019 Notes                              | 170,364           | 170,364                       | 170,364           | 170,364                       |
| Asset-Backed Notes                      | 63,782            | 63,782                        | 89,557            | 89,557                        |
| Convertible Senior Notes <sup>(3)</sup> | 75,000            | 72,789                        | 75,000            | 72,519                        |
| Wells Facility                          | 75,000            |                               | 75,000            |                               |
| Union Bank Facility                     | 30,000            |                               | 30,000            |                               |
| <b>Total</b>                            | <b>\$ 604,346</b> | <b>\$ 497,135</b>             | <b>\$ 664,921</b> | <b>\$ 557,440</b>             |

(1) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding.

(2) In March 2014, we repaid \$34.8 million of SBA debentures under HT II, priced at approximately 6.38%, including annual fees. At March 31, 2014, the total available borrowings under the SBA was \$190.2 million, of which \$41.2 million was available in HT II and \$149.0 million was available in HT III. At December 31, 2013, the total available borrowings under the SBA was \$225.0 million, of which \$76.0 million was available in HT II and \$149.0 million was available in HT III.

(3) Represents the aggregate principal amount outstanding of the Convertible Senior Notes less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes. The total unaccreted discount for the Convertible Senior Notes was \$2.2 million at March 31, 2014 and \$2.5 million at December 31, 2013.

Our net asset value may decline as a result of economic conditions in the United States. Our continued compliance with the covenants under our Credit Facilities, Convertible Senior Notes, 2019 Notes Payable, Asset-Backed Notes and SBA debentures depend on many factors, some of which are beyond our control. Material net asset devaluation could have a material adverse effect on our operations and could require us to reduce our borrowings in order to comply with certain covenants, including the ratio of total assets to total indebtedness. We believe that our current cash and cash equivalents, cash generated from operations, and funds available from our Credit Facilities will be sufficient to meet our working capital and capital expenditure commitments for at least the next 12 months.

**Table of Contents****Index to Financial Statements**

Debt financing costs are fees and other direct incremental costs we incur in obtaining debt financing and are recognized as prepaid expenses and amortized into the consolidated statement of operations as loan fees over the term of the related debt instrument. Prepaid financing costs, net of accumulated amortization, as of March 31, 2014 (unaudited) and December 31, 2013 were as follows:

| (in thousands)     | March 31, 2014 | December 31, 2013 |
|--------------------|----------------|-------------------|
| Wells Facility     | \$ 281         | \$ 398            |
| SBA Debenture      | 4,528          | 5,074             |
| Convertible Debt   | 1,179          | 1,323             |
| Asset Backed Notes | 1,820          | 2,686             |
| 2019 Notes         | 5,079          | 5,319             |
|                    | \$ 12,887      | \$ 14,800         |

**Commitments**

In the normal course of business, we are party to financial instruments with off-balance sheet risk. These consist primarily of unfunded contractual commitments to extend credit, in the form of loans, to our portfolio companies. Unfunded contractual commitments to provide funds to portfolio companies are not reflected on our balance sheet. Our unfunded contractual commitments may be significant from time to time. As of March 31, 2014, we had unfunded contractual commitments of approximately \$189.4 million. Approximately \$95.6 million of these unfunded contractual commitments are dependent upon the portfolio company reaching certain milestones before the contractual commitment becomes available. These commitments will be subject to the same underwriting and ongoing portfolio maintenance as are the on-balance sheet financial instruments that we hold. Since these commitments may expire without being drawn upon, the total commitment amount does not necessarily represent our future cash requirements. We intend to use cash flow from normal and early principal repayments, and proceeds from borrowings and notes to fund these commitments. However, there can be no assurance that we will have sufficient capital available to fund these commitments as they come due.

In addition, we had approximately \$238.0 million of non-binding term sheets outstanding to 14 new companies, which generally convert to contractual commitments within approximately 90 days of signing. Non-binding outstanding term sheets are subject to completion of our due diligence and final approval process, as well as the negotiation of definitive documentation with the prospective portfolio companies. Not all non-binding term sheets are expected to close and do not necessarily represent future cash requirements.

**Contractual Obligations**

The following table shows our contractual obligations as of March 31, 2014 (unaudited):

|   | Total             | Payments due by period<br>(in thousands) |                  |                  |                   |
|---|-------------------|--|------------------|------------------|-------------------|
|   |                   | Less than<br>1 year                      | 1 - 3 years      | 3 - 5<br>years   | After 5<br>years  |
| <b>Contractual Obligations<sup>(1)(2)</sup></b> | <b>Total</b>      |  |                  |                  |                   |
| Borrowings <sup>(3)(4)</sup>                    | \$ 497,135        | \$ 1,514                                 | \$ 63,782        | \$ 72,789        | \$ 360,564        |
| Operating Lease Obligations <sup>(5)</sup>      | 7,309             | 1,514                                    | 2,987            | 1,551            | 1,257             |
| <b>Total</b>                                    | <b>\$ 504,444</b> | <b>\$ 1,514</b>                          | <b>\$ 66,769</b> | <b>\$ 74,340</b> | <b>\$ 361,821</b> |

(1) Excludes commitments to extend credit to our portfolio companies.

(2) We also have a warrant participation agreement with Citigroup. See Note 4 to our consolidated financial statements.

(3) Includes \$190.2 million in borrowings under the SBA debentures, \$170.4 million of the 2019 Notes, \$63.8 million in aggregate principal amount of the Asset-Backed Notes and \$72.8 million of the Convertible Senior Notes.

## Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

- (4) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding. The aggregate principal amount outstanding of the Convertible Senior Notes is \$75.0 million less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes. The total unaccreted discount for the Convertible Senior Notes was \$2.2 million at March 31, 2014.
- (5) Long-term facility leases.

## **Table of Contents**

### **Index to Financial Statements**

Certain premises are leased under agreements which expire at various dates through March 2020. Total rent expense amounted to approximately \$388,000 and \$329,000 during the three-month periods ended March 31, 2014 and 2013, respectively.

We and our executives and directors are covered by Directors and Officers Insurance, with the directors and officers being indemnified by us to the maximum extent permitted by Maryland law subject to the restrictions in the 1940 Act.

### **Borrowings**

#### *Long-term SBA Debentures*

On September 27, 2006, HT II received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and regulatory capital. Under the Small Business Investment Company Act and current SBA policy applicable to SBICs, a SBIC can have outstanding at any time SBA guaranteed debentures up to twice the amount of its regulatory capital. With our net investment of \$38.0 million in HT II as of March 31, 2014, HT II has the capacity to issue a total of \$76.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$41.2 million was available at March 31, 2014. As of March 31, 2014, HT II has paid the SBA commitment fees and facility fees of approximately \$1.5 million and \$3.6 million, respectively. As of March 31, 2014 we held investments in HT II in 41 companies with a fair value of approximately \$98.9 million, accounting for approximately 11.1% of our total portfolio at March 31, 2014.

On May 26, 2010, HT III received a license to operate as a SBIC under the SBIC program and is able to borrow funds from the SBA against eligible investments and additional contributions to regulatory capital. With our net investment of \$74.5 million in HT III as of March 31, 2014, HT III has the capacity to issue a total of \$149.0 million of SBA guaranteed debentures, of which \$149.0 million was outstanding as of March 31, 2014. As of March 31, 2014, HT III has paid commitment fees and facility fees of approximately \$1.5 million and \$3.6 million, respectively. As of March 31, 2014, we held investments in HT III in 31 companies with a fair value of approximately \$178.5 million accounting for approximately 20.0% of our total portfolio at March 31, 2014.

SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under present SBA regulations, eligible small businesses include businesses that have a tangible net worth not exceeding \$18.0 million and have average annual fully taxed net income not exceeding \$6.0 million for the two most recent fiscal years. In addition, SBICs must devote 25.0% of its investment activity to smaller enterprises as defined by the SBA. A smaller enterprise is one that has a tangible net worth not exceeding \$6.0 million and has average annual fully taxed net income not exceeding \$2.0 million for the two most recent fiscal years. SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on such factors as the number of employees and gross sales. According to SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services. Through its wholly-owned subsidiaries HT II and HT III, we plan to provide long-term loans to qualifying small businesses, and in connection therewith, make equity investments.

HT II and HT III are periodically examined and audited by the SBA's staff to determine their compliance with SBA regulations. If HT II or HT III fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit HT II's or HT III's use of debentures, declare outstanding debentures immediately due and payable, and/or limit HT II or HT III from making new investments. In addition, HT II or HT III may also be limited in their ability to make distributions to us if they do not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would, in turn, negatively affect us because HT II and HT III are our wholly owned subsidiaries. HT II and HT III were in compliance with the terms of the SBIC's leverage as of March 31, 2014 as a result of having sufficient capital as defined under the SBA regulations.

**Table of Contents****Index to Financial Statements**

The rates of borrowings under various draws from the SBA beginning in March 2009 are set semiannually in March and September and range from 2.25% to 4.62%. Interest payments on SBA debentures are payable semiannually. There are no principal payments required on these issues prior to maturity and no prepayment penalties. Debentures under the SBA generally mature ten years after being borrowed. Based on the initial draw down date of March 2009, the initial maturity of SBA debentures will occur in March 2019. In addition, the SBA charges a fee that is set annually, depending on the Federal fiscal year the leverage commitment was delegated by the SBA, regardless of the date that the leverage was drawn by the SBIC. The annual fees related to HT II debentures that pooled on September 22, 2010 were 0.406% and 0.285%, depending upon the year in which the underlying commitment was closed. The annual fees on other debentures have been set at 0.906%. The annual fees related to HT III debentures that pooled on March 27, 2013 were 0.804%. The annual fees on other debentures have been set at 0.515%. The average amount of debentures outstanding for the three-months ended March 31, 2014 for HT II was approximately \$63.6 million with an average interest rate of approximately 5.31%. The average amount of debentures outstanding for the three-months ended March 31, 2014 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.38%.

As of March 31, 2014, the maximum statutory limit on the dollar amount of combined outstanding SBA guaranteed debentures is \$225.0 million, subject to periodic adjustments by the SBA. In aggregate, at March 31, 2014, with our net investment of \$112.5 million, HT II and HT III have the capacity to issue a total of \$225.0 million of SBA-guaranteed debentures, subject to SBA approval. In March 2014, we repaid \$34.8 million of SBA debentures under HT II, priced at approximately 6.38%, including annual fees. At March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries.

We reported the following SBA debentures outstanding as of March 31, 2014 (unaudited) and December 31, 2013:

(in thousands)

| Issuance/Pooling Date       | Maturity Date     | Interest Rate <sup>(1)</sup> | March 31, 2014    | December 31, 2013 |
|-----------------------------|-------------------|------------------------------|-------------------|-------------------|
| <b>SBA Debentures:</b>      |                   |                              |                   |                   |
| March 26, 2008              | March 1, 2018     | 6.38%                        | \$                | \$ 34,800         |
| March 25, 2009              | March 1, 2019     | 5.53%                        | 18,400            | 18,400            |
| September 23, 2009          | September 1, 2019 | 4.64%                        | 3,400             | 3,400             |
| September 22, 2010          | September 1, 2020 | 3.62%                        | 6,500             | 6,500             |
| September 22, 2010          | September 1, 2020 | 3.50%                        | 22,900            | 22,900            |
| March 29, 2011              | March 1, 2021     | 4.37%                        | 28,750            | 28,750            |
| September 21, 2011          | September 1, 2021 | 3.16%                        | 25,000            | 25,000            |
| March 21, 2012              | March 1, 2022     | 3.28%                        | 25,000            | 25,000            |
| March 21, 2012              | March 1, 2022     | 3.05%                        | 11,250            | 11,250            |
| September 19, 2012          | September 1, 2022 | 3.05%                        | 24,250            | 24,250            |
| March 27, 2013              | March 1, 2023     | 3.16%                        | 24,750            | 24,750            |
| <b>Total SBA Debentures</b> |                   |                              | <b>\$ 190,200</b> | <b>\$ 225,000</b> |

(1) Interest rate includes annual charge  
2019 Notes

On March 6, 2012, we and U.S. Bank National Association (the Trustee) entered into an indenture (the Base Indenture). On April 17, 2012, we and the Trustee entered into the First Supplemental Indenture to the Base Indenture (the First Supplemental Indenture), dated April 17, 2012, relating to our issuance, offer and sale of \$43.0 million aggregate principal amount of 7.00% senior notes due 2019 (the April 2019 Notes). The sale of the April 2019 Notes generated net proceeds, before expenses, of approximately \$41.7 million.

On September 24, 2012, we and the Trustee, entered into the Second Supplemental Indenture to the Base Indenture (the Second Supplemental Indenture), dated as of September 24, 2012, relating to our issuance, offer and sale of \$75.0 million aggregate principal amount of 7.00% senior notes due 2019 (the September 2019 Notes and, together with the April 2019 Notes, the 2019 Notes). The sale of the September 2019 Notes generated net proceeds, before expenses, of approximately \$72.75 million.



**Table of Contents****Index to Financial Statements**

2019 Notes payable is comprised of:

| (in thousands)         | March 31, 2014 | As of<br>December 31, 2013 |
|------------------------|----------------|----------------------------|
| April 2019 Notes       | \$ 84,490      | \$ 84,490                  |
| September 2019 Notes   | 85,874         | 85,874                     |
| Carrying Value of Debt | \$ 170,364     | \$ 170,364                 |

*April 2019 Notes*

The April 2019 Notes will mature on April 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after April 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The April 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on January 30, April 30, July 30 and October 30 of each year, commencing on July 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGZ.

The April 2019 Notes are our direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75.0 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of our future indebtedness that expressly provides it is subordinated to the April 2019 Notes; (iii) effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our Credit Facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance, LLC.

The Base Indenture, as supplemented by the First Supplemental Indenture, contains certain covenants including covenants requiring our compliance with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the April 2019 Notes and the Trustee if we should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the First Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding April 2019 Notes in a series may declare such April 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

The April 2019 Notes were sold pursuant to an underwriting agreement dated April 11, 2012 among the Company and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters named in the underwriting agreement.

In July 2012, we reopened our April 2019 Notes and issued an additional \$41.5 million in aggregate principal amount of April 2019 Notes, which includes exercise of an over-allotment option, bringing the total amount of the April 2019 Notes issued to approximately \$84.5 million in aggregate principal amount.

**Table of Contents****Index to Financial Statements***September 2019 Notes*

The September 2019 Notes will mature on September 30, 2019 and may be redeemed in whole or in part at our option at any time or from time to time on or after September 30, 2015, upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of 100% of the outstanding principal amount thereof plus accrued and unpaid interest payments otherwise payable for the then-current quarterly interest period accrued to but not including the date fixed for redemption. The September 2019 Notes bear interest at a rate of 7.00% per year payable quarterly on March 30, June 30, September 30 and December 30 of each year, commencing on December 30, 2012, and trade on the New York Stock Exchange under the trading symbol HTGY.

The September 2019 Notes are our direct unsecured obligations and rank: (i) *pari passu* with our other outstanding and future senior unsecured indebtedness, including without limitation, the \$75 million in aggregate principal amount of the Convertible Senior Notes; (ii) senior to any of our future indebtedness that expressly provides it is subordinated to the September 2019 Notes; (iii) effectively subordinated to all our existing and future secured indebtedness (including indebtedness that is initially unsecured to which we subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under our credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under our revolving senior secured credit facility with Wells Fargo Capital Finance.

The Base Indenture, as supplemented by the Second Supplemental Indenture, contains certain covenants including covenants requiring us to comply with (regardless of whether it is subject to) the asset coverage requirements set forth in Section 18 (a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act to comply with the restrictions on dividends, distributions and purchase of capital stock set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act and to provide financial information to the holders of the September 2019 Notes and the Trustee if we should no longer be subject to the reporting requirements under the Securities Exchange Act of 1934. These covenants are subject to important limitations and exceptions that are described in the Indenture, as supplemented by the Second Supplemental Indenture. The Indenture provides for customary events of default and further provides that the Trustee or the holders of 25% in aggregate principal amount of the outstanding September 2019 Notes in a series may declare such September 2019 Notes immediately due and payable upon the occurrence of any event of default after expiration of any applicable grace period.

The September 2019 Notes were sold pursuant to an underwriting agreement dated September 19, 2012 among the Company and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters named in the underwriting agreement. In October 2012, the underwriters exercised their over-allotment option for an additional \$10.9 million of the September 2019 Notes, bringing the total amount of the September 2019 Notes issued to approximately \$85.9 million in aggregate principal amount.

For the three-months ended March 31, 2014 and 2013 (unaudited), the components of interest expense and related fees and cash paid for interest expense for the April 2019 Notes and September 2019 Notes are as follows:

| (in thousands)                         | Three Months Ended<br>March 31, |                 |
|--|---------------------------------|-----------------|
|  | 2014                            | 2013            |
| Stated interest expense                | \$ 2,981                        | \$ 2,981        |
| Amortization of debt issuance cost     | 240                             | 240             |
| <b>Total interest expense and fees</b> | <b>\$ 3,221</b>                 | <b>\$ 3,221</b> |

|   |          |          |
|---|----------|----------|
| Cash paid for interest expense and fees | \$ 2,981 | \$ 2,998 |
|---|----------|----------|

As of March 31, 2014, we are in compliance with the terms of the indenture, and respective supplemental indenture, governing the April 2019 Notes and September 2019 Notes. See Note 4 to our consolidated financial statements for more detail on the 2019 Notes.



---

**Table of Contents**

**Index to Financial Statements**

*Asset-Backed Notes*

On December 19, 2012, we completed a \$230.7 million term debt securitization in connection with which an affiliate of ours made an offer of \$129.3 million in aggregate principal amount of fixed-rate asset-backed notes (the *Asset-Backed Notes* ), which *Asset-Backed Notes* were rated A2(sf) by Moody's Investors Service, Inc. The *Asset-Backed Notes* were issued by Hercules Capital Funding Trust 2012-1 pursuant to a note purchase agreement, dated as of December 12, 2012, by and among us, Hercules Capital Funding 2012-1 LLC, as Trust Depositor (the *Trust Depositor* ), Hercules Capital Funding Trust 2012-1, as Issuer (the *Issuer* ), and Guggenheim Securities, LLC, as Initial Purchaser, and are backed by a pool of senior loans made to certain of our portfolio companies and secured by certain assets of those portfolio companies and are to be serviced by us. Interest on the *Asset-Backed Notes* will be paid, to the extent of funds available, at a fixed rate of 3.32% per annum. The *Asset-Backed Notes* have a stated maturity of December 16, 2017.

As part of this transaction, we entered into a sale and contribution agreement with the *Trust Depositor* under which we have agreed to sell or have contributed to the *Trust Depositor* certain senior loans made to certain of our portfolio companies (the *Loans* ). We have made customary representations, warranties and covenants in the sale and contribution agreement with respect to the *Loans* as of the date of their transfer to the *Trust Depositor*.

In connection with the issuance and sale of the *Asset-Backed Notes*, we have made customary representations, warranties and covenants in the note purchase agreement. The *Asset-Backed Notes* are secured obligations of the *Issuer* and are non-recourse to us. The *Issuer* also entered into an indenture governing the *Asset-Backed Notes*, which indenture includes customary representations, warranties and covenants. The *Asset-Backed Notes* were sold without being registered under the Securities Act of 1933, as amended (the *Securities Act* ), to qualified institutional buyers in compliance with the exemption from registration provided by Rule 144A under the *Securities Act* and to institutional accredited investors (as defined in Rule 501(a)(1), (2), (3) or (7) under the *Securities Act*) who in each case, are qualified purchasers for purposes of Section 3(c)(7) under the 1940 Act. In addition, the *Trust Depositor* entered into an amended and restated trust agreement, which includes customary representation, warranties and covenants.

The *Loans* are serviced by us pursuant to a sale and servicing agreement, which contains customary representations, warranties and covenants. We perform certain servicing and administrative functions with respect to the *Loans*. We are entitled to receive a monthly fee from the *Issuer* for servicing the *Loans*. This servicing fee is equal to the product of one-twelfth (or in the case of the first payment date, a fraction equal to the number of days from and including December 5, 2012 through and including January 15, 2013 over 360) of 2.00% and the aggregate outstanding principal balance of the *Loans*, excluding all defaulted *Loans* and all purchased *Loans*, as of the first day of the related collection period (the period from the 5th day of the immediately preceding calendar month through the 4th day of the calendar month in which a payment date occurs, and for the first payment date, the period from and including December 5, 2012, to the close of business on January 4, 2013).

We also serve as administrator to the *Issuer* under an administration agreement, which includes customary representations, warranties and covenants.

At March 31, 2014 and December 31, 2013, the *Asset Backed Notes* had an outstanding principal balance of \$63.8 million and \$89.6 million, respectively.

Under the terms of the *Asset Backed Notes*, we are required to maintain a reserve cash balance, funded through interest and principal collections from the underlying securitized debt portfolio, which may be used to pay monthly interest and principal payments on the *Asset-Backed Notes*. We have segregated these funds and classified them as Restricted Cash. There was approximately \$4.8 million and \$6.3 million of Restricted Cash as of March 31, 2014 and December 31, 2013, respectively, funded through interest collections.

**Table of Contents****Index to Financial Statements***Convertible Senior Notes*

In April 2011, we issued \$75.0 million in aggregate principal amount of 6.00% convertible senior notes (the *Convertible Senior Notes*) due 2016. As of March 31, 2014, the carrying value of the *Convertible Senior Notes*, comprised of the aggregate principal amount outstanding less the unaccreted discount initially recorded upon issuance of the *Convertible Senior Notes*, is approximately \$72.8 million.

The *Convertible Senior Notes* mature on April 15, 2016 (the *Maturity Date*), unless previously converted or repurchased in accordance with their terms. The *Convertible Senior Notes* bear interest at a rate of 6.00% per year payable semiannually in arrears on April 15 and October 15 of each year, commencing on October 15, 2011. The *Convertible Senior Notes* are our senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the *Convertible Senior Notes*; equal in right of payment to our existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness (including unsecured indebtedness that we later secure) to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness (including trade payables) incurred by our subsidiaries, financing vehicles or similar facilities.

Prior to the close of business on the business day immediately preceding October 15, 2015, holders may convert their *Convertible Senior Notes* only under certain circumstances set forth in the Indenture. On or after October 15, 2015 until the close of business on the scheduled trading day immediately preceding the *Maturity Date*, holders may convert their *Convertible Senior Notes* at any time. Upon conversion, we will pay or deliver, as the case may be, at our election, cash, shares of our common stock or a combination of cash and shares of our common stock. The conversion rate will initially be 84.0972 shares of common stock per \$1,000 principal amount of *Convertible Senior Notes* (equivalent to an initial conversion price of approximately \$11.89 per share of common stock). The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, if certain corporate events occur prior to the *Maturity Date*, the conversion rate will be increased for converting holders. As of March 31, 2014, the conversion rate was 86.5029 shares of common stock per \$1,000 principal amount of *Convertible Senior Notes* (equivalent to an adjusted conversion price of approximately \$11.56 per share of common stock).

We may not redeem the *Convertible Senior Notes* prior to maturity. No sinking fund is provided for the *Convertible Senior Notes*. In addition, if certain corporate events occur, holders of the *Convertible Senior Notes* may require us to repurchase for cash all or part of their *Convertible Senior Notes* at a repurchase price equal to 100% of the principal amount of the *Convertible Senior Notes* to be repurchased, plus accrued and unpaid interest through, but excluding, the required repurchase date.

The *Convertible Senior Notes* are accounted for in accordance with ASC 470-20 (previously FASB Staff Position No. APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*). In accounting for the *Convertible Senior Notes*, we estimated at the time of issuance that the values of the debt and the embedded conversion feature of the *Convertible Senior Notes* were approximately 92.8% and 7.2%, respectively. The original issue discount of 7.2% attributable to the conversion feature of the *Convertible Senior Notes* was recorded in *capital in excess of par value* in the consolidated statement of assets and liabilities. As a result, we record interest expense comprised of both stated interest expense as well as accretion of the original issue discount resulting in an estimated effective interest rate of approximately 8.1%.

As of March 31, 2014 (unaudited) and December 31, 2013, the components of the carrying value of the *Convertible Senior Notes* were as follows:

| <b>(in thousands)</b>                     | <b>As of March<br/>31,<br/>2014</b> | <b>As of December<br/>31,<br/>2013</b> |
|---|-------------------------------------|--|
| Principal amount of debt                  | \$ 75,000                           | \$ 75,000                              |
| Original issue discount, net of accretion | (2,211)                             | (2,481)                                |
| Carrying value of debt                    | \$ 72,789                           | \$ 72,519                              |



**Table of Contents****Index to Financial Statements**

For the three-months ended March 31, 2014 and 2013 (unaudited), the components of interest expense, fees and cash paid for interest expense for the Convertible Senior Notes were as follows:

| (in thousands)                       | Three Months<br>Ended March, |          |
|--------------------------------------|------------------------------|----------|
|                                      | 2014                         | 2013     |
| Stated interest expense              | \$ 1,125                     | \$ 1,125 |
| Accretion of original issue discount | 271                          | 271      |
| Amortization of debt issuance cost   | 144                          | 144      |
| Total interest expense               | \$ 1,540                     | \$ 1,540 |
| Cash paid for interest expense       | \$                           | \$       |

The estimated effective interest rate of the debt component of the Convertible Senior Notes, equal to the stated interest of 6.0% plus the accretion of the original issue discount, was approximately 8.1% for both the three-months ended March 31, 2014 and 2013. As of March 31, 2014, we are in compliance with the terms of the indentures governing the Convertible Senior Notes.

*Wells Facility*

In August 2008, we entered into a \$50.0 million two-year revolving senior secured credit facility with Wells Fargo Capital Finance (the Wells Facility). On June 20, 2011, we renewed the Wells Facility. Under this three-year senior secured facility, Wells Fargo Capital Finance has made commitments of \$75.0 million. The facility contains an accordion feature, in which we can increase the credit line up to an aggregate of \$300.0 million, funded by additional lenders and with the agreement of Wells Fargo Capital Finance and subject to other customary conditions. We expect to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Wells Facility.

On August 1, 2012, we entered into an amendment to the Wells Facility. The amendment reduces the interest rate floor by 75 basis points to 4.25% and extends the maturity date by one year to August 2015. Additionally, an amortization period of 12 months was added to pay down the principal balance as of the maturity date, and the unused line fee was reduced.

Borrowings under the Wells Facility will generally bear interest at a rate per annum equal to LIBOR plus 3.50%, with a floor of 4.25% and an advance rate of 50% against eligible debt investments. The Wells Facility is secured by debt investments in the borrowing base. The Wells Facility requires payment of a non-use fee on a scale of 0.0% to 0.50% of the average monthly outstanding balance. The monthly payment of a non-use fee thereafter shall depend on the average balance that was outstanding on a scale between 0.0% and 0.50%. For the three-month period ended March 31, 2014, this non-use fee was approximately \$101,000. On June 20, 2011 we paid an additional \$1.1 million in structuring fees in connection with the Wells Facility which is being amortized through the end of the term.

The Wells Facility includes various financial and operating covenants applicable to us and our subsidiaries, in addition to those applicable to Hercules Funding II, LLC. These covenants require us to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$362.0 million plus 90% of the cumulative amount of equity raised after June 30, 2012. In addition, the tangible net worth covenant will increase by 90 cents on the dollar for every dollar of equity capital that we subsequently raise. As of March 31, 2014, the minimum tangible net worth covenant has increased to \$478.5 million as a result of our follow-on public offerings. The Wells Facility provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. We were in compliance with all covenants at March 31, 2014. See Note 4 to our consolidated financial statements for more detail on the Wells Facility.

---

**Table of Contents****Index to Financial Statements***Union Bank Facility*

On February 10, 2010, we entered a \$20.0 million one-year revolving senior secured credit facility with Union Bank (the Union Bank Facility). On November 2, 2011, we renewed and amended the Union Bank Facility and added a new lender under the Union Bank Facility. Union Bank and RBC Capital Markets (RBC) have made commitments of \$30.0 million and \$25.0 million, respectively. The Union Bank Facility contains an accordion feature, in which we can increase the credit line up to an aggregate of \$150.0 million, funded by additional lenders and with the agreement of Union Bank and subject to other customary conditions. We expect to continue discussions with various other potential lenders to join the new facility; however, there can be no assurances that additional lenders will join the Union Bank Facility.

On March 30, 2012 we entered into an amendment to the Union Bank Facility which permitted us to issue additional senior notes relating to the offer and sale of our 2019 Notes. On September 17, 2012, we entered into an amendment to the Union Bank Facility. Pursuant to the terms of the amendment, we are permitted to increase our unsecured indebtedness by an aggregate original principal amount not to exceed \$200.0 million incurred after March 30, 2012 in one or more issuances, provided certain conditions are satisfied for each issuance.

On December 17, 2012, we further amended the Union Bank Facility to remove RBC from the Union Bank Facility. Following the removal of RBC, the Union Bank Facility consists solely of Union Bank's commitment of \$30.0 million. In connection with the amendment, the maximum availability under the Union Bank Facility, subject to a borrowing base, was reduced from \$55.0 million to \$30.0 million. The Union Bank Facility contains an accordion feature, in which we could increase the credit line by up to \$95.0 million in the aggregate, funded by commitments from additional lenders and with the agreement of Union Bank and subject to other customary conditions. There can be no assurances that additional lenders will join the Union Bank Facility.

Borrowings under the Union Bank Facility will generally bear interest at a rate per annum equal to LIBOR plus 2.25% with a floor of 4.0%. The Union Bank Facility requires the payment of a non-use fee of 0.50% annually. For the three-month period ended March 31, 2014, this nonuse fee was \$37,500. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50.0% of eligible debt investments placed in the collateral pool. The Union Bank Facility generally requires payment of interest on a monthly basis. All outstanding principal is due upon maturity.

The Union Bank Facility requires various financial and operating covenants. These covenants require us to maintain certain financial ratios and a minimum tangible net worth in an amount, when added to outstanding subordinated indebtedness, that is in excess of \$314.0 million plus 90% of the amount of net cash proceeds received from the sale of common stock after March 31, 2011. As of March 31, 2014, the minimum tangible net worth covenant has increased to \$472.8 million as a result of follow-on public offerings. Union Bank Facility also provides for customary events of default, including, but not limited to, payment defaults, breach of representations or covenants, bankruptcy events and change of control. We were in compliance with all covenants at March 31, 2014. We further amended the Union Bank Facility on January 31, 2014. As amended, the Union Bank Facility will expire as of May 2, 2014. See Note 4 to our consolidated financial statements for more detail on the Union Bank Facility. We continue to explore potential financing arrangements with Union Bank that may be implemented following the expiration of the Union Bank Facility.

*Citibank Credit Facility*

We, through Hercules Funding Trust I, an affiliated statutory trust, had a securitized credit facility (the Citibank Credit Facility) with Citigroup Global Markets Realty Corp. which expired under normal terms. During the first quarter of 2009, we paid off all principal and interest owed under the Citibank Credit Facility. Citigroup has an equity participation right through a warrant participation agreement on the pool of debt investments and warrants collateralized under the Citibank Credit Facility. Pursuant to the warrant participation agreement, we granted to Citigroup a 10% participation in all warrants held as collateral. However, no additional warrants were included in collateral subsequent to the facility amendment on May 2, 2007. As a result, Citigroup

**Table of Contents****Index to Financial Statements**

is entitled to 10% of the realized gains on the warrants until the realized gains paid to Citigroup pursuant to the agreement equal \$3,750,000 (the Maximum Participation Limit). The obligations under the warrant participation agreement continue even after the Citibank Credit Facility is terminated until the Maximum Participation Limit has been reached.

During the three-months ended March 31, 2014, we reduced our realized gain by approximately \$78,000 for Citigroup's participation in the gain on sale of equity securities which were obtained from exercising a portfolio company warrant which was included in the collateral pool. We recorded a decrease on participation liability and an increase on unrealized appreciation by a net amount of approximately \$45,000 as a result of current quarter depreciation of fair value on the pool of warrants collateralized under the warrant participation agreement. The value of their participation right on unrealized gains in the related equity investments was approximately \$325,000 as of March 31, 2014 and is included in accrued liabilities. There can be no assurances that the unrealized appreciation of the warrants will not be higher or lower in future periods due to fluctuations in the value of the warrants, thereby increasing or reducing the effect on the cost of borrowing. Since inception of the agreement, we have paid Citigroup approximately \$1.7 million under the warrant participation agreement thereby reducing our realized gains by this amount. We will continue to pay Citigroup under the warrant participation agreement until the Maximum Participation Limit is reached or the warrants expire. Warrants subject to the Citigroup participation agreement are set to expire between February 2016 and March 2017.

**Dividends**

The following table summarizes our dividends declared and paid, to be paid, or reinvested on all shares, including restricted stock, to date:

| <b>Date Declared</b> | <b>Record Date</b> | <b>Payment Date</b> | <b>Amount Per Share</b> |
|----------------------|--------------------|---------------------|-------------------------|
| October 27, 2005     | November 1, 2005   | November 17, 2005   | \$ 0.03                 |
| December 9, 2005     | January 6, 2006    | January 27, 2006    | 0.30                    |
| April 3, 2006        | April 10, 2006     | May 5, 2006         | 0.30                    |
| July 19, 2006        | July 31, 2006      | August 28, 2006     | 0.30                    |
| October 16, 2006     | November 6, 2006   | December 1, 2006    | 0.30                    |
| February 7, 2007     | February 19, 2007  | March 19, 2007      | 0.30                    |
| May 3, 2007          | May 16, 2007       | June 18, 2007       | 0.30                    |
| August 2, 2007       | August 16, 2007    | September 17, 2007  | 0.30                    |
| November 1, 2007     | November 16, 2007  | December 17, 2007   | 0.30                    |
| February 7, 2008     | February 15, 2008  | March 17, 2008      | 0.30                    |
| May 8, 2008          | May 16, 2008       | June 16, 2008       | 0.34                    |
| August 7, 2008       | August 15, 2008    | September 19, 2008  | 0.34                    |
| November 6, 2008     | November 14, 2008  | December 15, 2008   | 0.34                    |
| February 12, 2009    | February 23, 2009  | March 30, 2009      | 0.32*                   |
| May 7, 2009          | May 15, 2009       | June 15, 2009       | 0.30                    |
| August 6, 2009       | August 14, 2009    | September 14, 2009  | 0.30                    |
| October 15, 2009     | October 20, 2009   | November 23, 2009   | 0.30                    |
| December 16, 2009    | December 24, 2009  | December 30, 2009   | 0.04                    |
| February 11, 2010    | February 19, 2010  | March 19, 2010      | 0.20                    |
| May 3, 2010          | May 12, 2010       | June 18, 2010       | 0.20                    |
| August 2, 2010       | August 12, 2010    | September 17, 2010  | 0.20                    |
| November 4, 2010     | November 10, 2010  | December 17, 2010   | 0.20                    |
| March 1, 2011        | March 10, 2011     | March 24, 2011      | 0.22                    |
| May 5, 2011          | May 11, 2011       | June 23, 2011       | 0.22                    |
| August 4, 2011       | August 15, 2011    | September 15, 2011  | 0.22                    |
| November 3, 2011     | November 14, 2011  | November 29, 2011   | 0.22                    |
| February 27, 2012    | March 12, 2012     | March 15, 2012      | 0.23                    |
| April 30, 2012       | May 18, 2012       | May 25, 2012        | 0.24                    |
| July 30, 2012        | August 17, 2012    | August 24, 2012     | 0.24                    |
| October 26, 2012     | November 14, 2012  | November 21, 2012   | 0.24                    |
| February 26, 2013    | March 11, 2013     | March 19, 2013      | 0.25                    |
| April 29, 2013       | May 14, 2013       | May 21, 2013        | 0.27                    |
| July 29, 2013        | August 13, 2013    | August 20, 2013     | 0.28                    |
| November 4, 2013     | November 18, 2013  | November 25, 2013   | 0.31                    |
| February 24, 2014    | March 10, 2014     | March 17, 2014      | 0.31                    |
| April 28, 2014       | May 12, 2014       | May 19, 2014        | 0.31                    |

\* Dividend paid in cash and stock.

---

**Table of Contents**

**Index to Financial Statements**

On April 28, 2014 the Board of Directors declared a cash dividend of \$0.31 per share to be paid on May 19, 2014 to shareholders of record as of May 12, 2014. This dividend will represent our thirty-fifth consecutive dividend declaration since our initial public offering, bringing the total cumulative dividend declared to date to \$9.37 per share.

Our Board of Directors maintains a variable dividend policy with the objective of distributing four quarterly distributions in an amount that approximates 90-100% of our taxable quarterly income or potential annual income for a particular year. In addition, at the end of the year, we may also pay an additional special dividend or fifth dividend, such that we may distribute approximately all of our annual taxable income in the year it was earned, while maintaining the option to spill over our excess taxable income.

Distributions in excess of our current and accumulated earnings and profits would generally be treated first as a return of capital to the extent of the stockholder's tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of our distributions is made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year. Of the dividends declared during the years ended December 31, 2013 and 2012, 100% were distributions of ordinary income. There can be no certainty to stockholders that this determination is representative of what the tax attributes of our 2014 distributions to stockholders will actually be.

Each year a statement on Form 1099-DIV identifying the source of the distribution (i.e., paid from ordinary income, paid from net capital gains on the sale of securities, and/or a return of paid-in-capital surplus which is a nontaxable distribution) is mailed to our stockholders. To the extent our taxable earnings fall below the total amount of our distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to our stockholders.

We operate to qualify to be taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its shareholders from its income to determine taxable income. Taxable income includes our taxable interest, dividend and fee income, as well as taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which generally results in the deferral of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual payment-in-kind interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest arrangements or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.

As a RIC, we will be subject to a 4% nondeductible federal excise tax on certain undistributed income unless we distribute in a timely manner an amount at least equal to the sum of (1) 98% of our ordinary income for each calendar year, (2) 98.2% of our capital gain net income for the 1-year period ending October 31 in that calendar year and (3) any income realized, but not distributed, in the preceding year (the Excise Tax Avoidance Requirements). We will not be subject to excise taxes on amounts on which we are required to pay corporate income tax (such as retained net capital gains). Depending on the level of taxable income earned in a tax year, we may choose to carry over taxable income in excess of current year distributions from such taxable income into the next tax year and pay a 4% excise tax on such income, as required. The maximum amount of excess taxable income that may be carried over for distribution in the next year under the Code is the total amount of dividends paid in the following year, subject to certain declaration and payment guidelines. To the extent we choose to carry over taxable income into the next tax year, dividends declared and paid by us in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income, the distribution of prior year taxable income carried over into and distributed in the current year, or returns of capital.



## **Table of Contents**

### **Index to Financial Statements**

We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings. Our ability to make distributions will be limited by the asset coverage requirements under the 1940 Act.

We intend to distribute approximately \$3.8 million of spillover earnings from the year ended December 31, 2013 to our shareholders in 2014.

We maintain an opt-out dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend, cash dividends will be automatically reinvested in additional shares of our common stock unless the stockholder specifically opts out of the dividend reinvestment plan and chooses to receive cash dividends.

### **Critical Accounting Policies**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenues and expenses during the period reported. On an ongoing basis, our management evaluates its estimates and assumptions, which are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates. Changes in our estimates and assumptions could materially impact our results of operations and financial condition.

#### *Valuation of Portfolio Investments*

The most significant estimate inherent in the preparation of our consolidated financial statements is the valuation of investments and the related amounts of unrealized appreciation and depreciation of investments recorded.

At March 31, 2014, approximately 76.8% of our total assets represented investments in portfolio companies that are valued at fair value by the Board of Directors. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the Board of Directors. Our investments are carried at fair value in accordance with the 1940 Act and Accounting Standards Codification topic 820 Fair Value Measurements and Disclosures ( ASC 820 ). Our debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and energy and renewables technology industries. Given the nature of lending to these types of businesses, our investments in these portfolio companies are generally considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for these investment securities to be traded or exchanged. As such, we value substantially all of our investments at fair value as determined in good faith pursuant to a consistent valuation policy and our Board of Directors in accordance with the provisions of ASC 820 and the 1940 Act. Due to the inherent uncertainty in determining the fair value of investments that do not have a readily available market value, the fair value of our investments determined in good faith by our Board of Directors may differ significantly from the value that would have been used had a readily available market existed for such investments, and the differences could be material.

We may from time to time engage an independent valuation firm to provide us with valuation assistance with respect to certain of our portfolio investments on a quarterly basis. We intend to continue to engage an independent valuation firm to provide us with assistance regarding our determination of the fair value of selected portfolio investments each quarter unless directed by the Board of Directors to cancel such valuation services.

## **Table of Contents**

### **Index to Financial Statements**

The scope of the services rendered by an independent valuation firm is at the discretion of the Board of Directors. Our Board of Directors is ultimately and solely responsible for determining the fair value of our investments in good faith.

With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board of Directors has approved a multi-step valuation process each quarter, as described below:

- (1) our quarterly valuation process begins with each portfolio company being initially valued by the investment professionals responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and business based assumptions are discussed with our investment committee;
- (3) the Valuation Committee of the Board of Directors reviews the preliminary valuation of the investments in the portfolio company as provided by the investment committee, which incorporates the results of the independent valuation firm as appropriate.
- (4) the Board of Directors, upon the recommendation of the Valuation Committee, discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of, where applicable, the respective independent valuation firm and the investment committee.

ASC 820 establishes a framework for measuring the fair value of the assets and liabilities and outlines a fair value hierarchy which prioritizes the inputs used to measure fair value and the effect of fair value measures on earnings. ASC 820 also enhances disclosure requirements for fair value measurements based on the level within the hierarchy of the information used in the valuation. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

We have categorized all investments recorded at fair value in accordance with ASC 820 based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820 and directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, are as follows:

Level 1 Inputs are unadjusted, quoted prices in active markets for identical assets at the measurement date. The types of assets carried at Level 1 fair value generally are equities listed in active markets.

Level 2 Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset in connection with market data at the measurement date and for the extent of the instrument's anticipated life. Fair valued assets that are generally included in this category are warrants held in a public company.

Level 3 Inputs reflect management's best estimate of what market participants would use in pricing the asset at the measurement date. It includes prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. Generally, assets carried at fair value and included in this category are the debt investments and warrants and equities held in a private company.

**Table of Contents****Index to Financial Statements**

In accordance with ASU 2011-04, the following table provides quantitative information about our Level 3 fair value measurements of our investments as of March 31, 2014. In addition to the techniques and inputs noted in the table below, according to our valuation policy we may also use other valuation techniques and methodologies when determining our fair value measurements. The below table is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to our fair value measurements.

| Investment Type -<br><br>Level Three<br>Debt Investments | Fair Value at<br><br>March<br>31, 2014<br><i>(in<br/>thousands)</i> | Valuation Techniques/<br><br>Methodologies                        |  |                                      | Range  | Weighted<br>Average <sup>(b)</sup> |
|--|---|---|--|--------------------------------------|--------|------------------------------------|
|  |   |   |  | Unobservable Input <sup>(a)</sup>    |        |                                    |
| Pharmaceuticals Debt                                     | 89,267  | Originated Within 6 Months  | Origination Yield  | 9.79% - 16.97%                       | 13.28% |                                    |
|  | 168,016   | Market Comparable Companies                                       | Hypothetical Market Yield<br>Premium/(Discount)              | 12.70% - 16.97%<br>(1.00%) - 0.50%   | 14.68% |                                    |
| Medical Devices Debt                                     | 37,326  | Originated Within 6 Months  | Origination Yield  | 13.69% - 17.37%                      | 15.22% |                                    |
|  | 35,362  | Market Comparable Companies                                       | Hypothetical Market Yield<br>Premium/(Discount)              | 14.52% - 17.37%<br>(1.00%) - 0.50%   | 15.01% |                                    |
|  | 4,543   | Liquidation   | Probability weighting of<br><br>alternative outcomes         | 30% - 70%                            |        |                                    |
| Technology Debt  | 32,946  | Originated Within 6 Months  | Origination Yield  | 3.90% - 15.95%                       | 14.17% |                                    |
|  | 83,091  | Market Comparable Companies                                       | Hypothetical Market Yield<br>Premium/(Discount)              | 12.89% - 19.70%<br>0.00% - 1.00%     | 14.58% |                                    |
|  | 13,933  | Liquidation   | Probability weighting of<br><br>alternative outcomes         | 0.00% - 100.00%                      |        |                                    |
| Energy Technology Debt                                   | 52,314  | Originated Within 6 Months  | Origination Yield  | 10.81% - 17.29%                      | 13.05% |                                    |
|  | 102,936   | Market Comparable Companies                                       | Hypothetical Market Yield<br>Premium/(Discount)              | 12.80% - 14.39%<br>(0.50%) - 1.00%   | 14.83% |                                    |
| Lower Middle Market Debt                                 | 19,383  | Originated Within 6 Months  | Origination Yield  | 11.84%                               | 11.84% |                                    |
|  | 73,973  | Market Comparable Companies                                       | Adjusted SMi Leveraged Loan<br>Indices<br>Premium/(Discount) | 10.46% - 16.83%<br><br>0.00% - 1.00% | 14.19% |                                    |
|  | 7,380   | Liquidation   | Probability weighting of<br><br>alternative outcomes         | 50.00%                               |        |                                    |
|  |   | <b><u>Debt Investments Where Fair Value Approximates Cost</u></b> |  |                                      |        |                                    |
|  | 54,203  | Imminent Payoffs  |  |                                      |        |                                    |
|  | 23,686  | Debt Investments Maturing in Less than One Year                   |  |                                      |        |                                    |
|  | \$798,359   | Total Level Three Debt Investments                                |  |                                      |        |                                    |

(a) The significant unobservable inputs used in the fair value measurement of our debt securities are hypothetical market yields and premiums/(discounts). The hypothetical market yield is defined as the exit price of an investment in a hypothetical market to hypothetical market participants where buyers and sellers are willing participants. The premiums (discounts) relate to company specific characteristics such as underlying investment performance, security liens, and other characteristics of the investment. Significant increases (decreases) in the inputs in isolation would result in a significantly lower (higher) fair value measurement, depending on the materiality of the investment. Debt investments in the industries noted in our Schedule of Investments are included in the industries note above as follows:

Pharmaceuticals, above, is comprised of debt investments in the Specialty Pharmaceuticals, Drug Discovery and Development, Drug Delivery, and Diagnostics and Biotechnology industries in the Schedule of Investments.

## Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

Medical Devices, above, is comprised of debt investments in the Therapeutic, Surgical Devices, Medical Devices and Equipment and Biotechnology Tools industries in the Schedule of Investments.

Technology, above, is comprised of debt investments in the Software, Semiconductors, Electronics and Computer Hardware, Internet Consumer and Business Services, Information Services, Media/Content/Info and Communications and Networking industries in the Schedule of Investments.

Lower Middle Market, above, is comprised of debt investments in the Communications and Networking, Software, Electronics and Computer Hardware, Information Services, Internet Consumer and Business Services, Media/Content/Info, and Specialty Pharmaceuticals industries in the Schedule of Investments. Energy Technology, above, aligns with the Energy Technology industry in the Schedule of Investments.

(b) The weighted averages are calculated based on the fair market value of each investment.

**Table of Contents****Index to Financial Statements**

| Investment Type -Level Three | Valuation Techniques/                                       |   |  |   | Weighted               |
|------------------------------|---|---|--|---|------------------------|
| Debt Investments             | Fair Value at<br>December 31, 2013<br><i>(in thousands)</i> | Methodologies   | Unobservable Input <sup>(a)</sup>                    | Range   | Average <sup>(c)</sup> |
| Pharmaceuticals Debt         | 25,811  | Originated Within 6 Months  | Origination Yield                                    | 12.56% - 4.53%                                    | 13.36%                 |
|                              | 250,607   | Market Comparable Companies   | Hypothetical Market Yield<br>Premium/(Discount)      | 13.83% - 15.47%<br>(1.00%) - 0.00%                | 14.13%                 |
| Medical Devices Debt         | 46,900  | Originated Within 6 Months  | Origination Yield                                    | 13.54% - 17.37%                                   | 14.87%                 |
|                              | 34,723  | Market Comparable Companies   | Hypothetical Market Yield<br>Premium/(Discount)      | 14.32% - 17.37%<br>(1.00%) - 1.00%                | 15.23%                 |
| Technology Debt              | 18,796  | Originated Within 6 Months  | Origination Yield                                    | 10.62% - 15.97%                                   | 14.26%                 |
|                              | 98,290  | Market Comparable Companies   | Hypothetical Market Yield<br>Premium/(Discount)      | 14.72% - 21.08%<br>0.00% - 1.00%                  | 15.48%                 |
|                              | 1,643   | Liquidation   | Probability weighting of<br><br>alternative outcomes | 30.00% - 70.00%                                   |                        |
| Energy Technology Debt       | 32,597  | Originated Within 6 Months  | Origination Yield                                    | 14.68% - 15.87%                                   | 15.17%                 |
|                              | 108,238   | Market Comparable Companies   | Hypothetical Market Yield<br>Premium/(Discount)      | 15.37%<br>(0.50%) - 1.50%                         | 15.37%                 |
| Lower Middle Market Debt     | 121,347   | Market Comparable Companies   | Hypothetical Market Yield<br>Premium/(Discount)      | 14.83% - 19.73%<br>0.00% - 1.00%                  | 16.12%                 |
|                              | 31,818  | Broker Quote <sup>(b)</sup>   | Price Quotes<br>Par Value                            | 99.50% - 100.25% of par<br>\$2.0 - \$22.5 million |                        |
|                              | 12,576  | Liquidation   | Probability weighting of<br><br>alternative outcomes | 20.00% - 80.00%                                   |                        |
|                              |   | <b><u>Debt Investments Where Fair Value Approximates Amortized Cost</u></b> |  |   |                        |
|                              | 15,906  | Imminent Payoffs  |  |   |                        |
|                              | 22,236  | Debt Investments Maturing in Less than One Year                             |  |   |                        |
|                              | 500   | Convertible Debt at Par   |  |   |                        |
|                              | \$821,988   | Total Level Three Debt Investments  |  |   |                        |

(a) The significant unobservable inputs used in the fair value measurement of our debt securities are hypothetical market yields and premiums/(discounts). The hypothetical market yield is defined as the exit price of an investment in a hypothetical market to hypothetical market participants where buyers and sellers are willing participants. The premiums (discounts) relate to company specific characteristics such as underlying investment performance, security liens, and other characteristics of the investment. Significant increases (decreases) in the inputs in isolation would result in a significantly lower (higher) fair value measurement, depending on the materiality of the investment. Debt investments in the industries noted in our Schedule of Investments are included in the industries note above as follows:

Pharmaceuticals, above, is comprised of debt investments in the Specialty Pharmaceuticals, Drug Discovery and Development, Drug Delivery, and Diagnostics and Biotechnology industries in the Schedule of Investments.

Medical Devices, above, is comprised of debt investments in the Therapeutic, Surgical Devices, Medical Devices and Equipment and Biotechnology Tools industries in the Schedule of Investments.

Technology, above, is comprised of debt investments in the Software, Semiconductors, Electronics and Computer Hardware, Internet Consumer and Business Services, Information Services, Media/Content/Info and Communications and Networking industries in the Schedule of Investments.

Lower Middle Market, above, is comprised of debt investments in the Communications and Networking, Software, Electronics and Computer Hardware, Information Services, Internet Consumer and Business Services, Media/Content/Info, and Specialty Pharmaceuticals industries in the Schedule of Investments.

Energy Technology, above, aligns with the Energy Technology industry in the Schedule of Investments. In our quarterly and annual reports filed with the Commission prior to the 2013 Annual Report on Form 10-K, we referred to the Energy Technology industry as "Clean Tech" and we referred to these investments as "Clean Tech" in the Schedule of Investments included in such reports.

- (b) A broker quote valuation technique was used to derive the fair value of debt investments which are part of a syndicated facility.
- (c) The weighted averages are calculated based on the fair market value of each investment.

**Table of Contents****Index to Financial Statements**

| <b>Investment Type-</b>                                 | <b>Fair Value at<br/>March 31, 2014<br/>(in thousands)</b> | <b>Valuation Techniques/<br/>Methodologies</b> | <b>Unobservable Input<sup>(a)</sup></b>           | <b>Range</b>                  |  |                 |
|---|--|--|---|-------------------------------|--|-----------------|
| Level Three Equity Investments                          | \$ 9,961   | Market Comparable Companies                    | EBITDA Multiple <sup>(b)</sup>                    | 6.9x - 14.0x                  |  |                 |
|   |  |  | Revenue Multiple <sup>(b)</sup>                   | 1.1x - 4.8x                   |  |                 |
|   |  |  | Discount for Lack of                              | 11.70% - 31.90%               |  |                 |
|   |  |  | Marketability <sup>(c)</sup>                      |                               |  |                 |
|   |  |  | Average Industry Volatility <sup>(d)</sup>        | 39.32% - 99.82%               |  |                 |
|   |  |  | Risk-Free Interest Rate                           | 0.16% - 0.42%                 |  |                 |
|   |  |  | Estimated Time to Exit                            | 14 - 26                       |  |                 |
|   |  |  | (in months)                                       |                               |  |                 |
|   |  |  | 9,895   | Market Adjusted               | Average Industry Volatility <sup>(d)</sup> | 38.04% - 81.35% |
|   |  |  |   | OPM Backsolve                 | Risk-Free Interest Rate                    | 0.21% - 0.88%   |
|   |  | Estimated Time to Exit                         | 18 - 39   |                               |  |                 |
|   |  | (in months)                                    |   |                               |  |                 |
|   | 28,123   | Other  | Last Round Price                                  | \$2.02 - \$18.00              |  |                 |
| Level Three Warrant Investments                         | \$ 9,570   | Market Comparable<br><br>Companies             | EBITDA Multiple <sup>(b)</sup>                    | 3.7x - 32.7x                  |  |                 |
|   |  |  | Revenue Multiple <sup>(b)</sup>                   | 0.6x - 11.3x                  |  |                 |
|   |  |  | Discount for Lack of Marketability <sup>(c)</sup> | 11.70% - 31.60%               |  |                 |
|   |  |  | Average Industry Volatility <sup>(d)</sup>        | 28.23% - 98.69%               |  |                 |
|   |  |  | Risk-Free Interest Rate                           | 0.11% - 1.29%                 |  |                 |
|   |  |  | Estimated Time to Exit                            | 12 - 48                       |  |                 |
|   |  |  | (in months)                                       |                               |  |                 |
|   |  |  | 8,731   | Market Adjusted OPM Backsolve | Average Industry Volatility <sup>(d)</sup> | 29.88% - 99.56% |
|   |  |  |   |                               | Risk-Free Interest Rate                    | 0.09% - 2.66%   |
|   |  |  |   |                               | Estimated Time to Exit                     | 9 - 45          |
|   |  | (in months)                                    |   |                               |  |                 |
| Total Level Three Warrant and<br><br>Equity Investments | \$ 66,280  |  |   |                               |  |                 |

(a) The significant unobservable inputs used in the fair value measurement of our warrant and equity-related securities are revenue and/or EBITDA multiples and discounts for lack of marketability. Additional inputs used in the Black Scholes option pricing model include industry volatility, risk free interest rate and estimated time to exit. Significant increases (decreases) in the inputs in isolation would result in a significantly higher (lower) fair value measurement, depending on the materiality of the investment. For some investments, additional consideration may be given to data from the last round of financing or merger/acquisition events near the measurement date.

(b) Represents amounts used when we have determined that market participants would use such multiples when pricing the investments.

(c) Represents amounts used when we have determined market participants would take into account these discounts when pricing the investments.

(d) Represents the range of industry volatility used by market participants when pricing the investment.



**Table of Contents****Index to Financial Statements**

| <b>Investment Type-</b>                             | <b>Fair Value at<br/>December 31, 2013<br/>(in thousands)</b> | <b>Valuation Techniques/<br/>Methodologies</b> | <b>Unobservable Input<sup>(a)</sup></b>              | <b>Range</b>   |               |  |                |
|---|---|--|--|----------------|---------------|--|----------------|
| Level Three Equity Investments                      | \$10,244  | Market Comparable Companies                    | EBITDA Multiple <sup>(b)</sup>                       | 8.6x - 17.7x   |               |  |                |
|   |   |  | Revenue Multiple <sup>(b)</sup>                      | 0.7x - 13.8x   |               |  |                |
|   |   |  | Discount for Lack of<br>Marketability <sup>(c)</sup> | 9.1% - 23.6%   |               |  |                |
|   |   |  | Average Industry Volatility <sup>(d)</sup>           | 43.4% - 110.7% |               |  |                |
|   |   |  | Risk-Free Interest Rate                              | 0.1% - 0.4%    |               |  |                |
|   |   |  | Estimated Time to Exit<br>(in months)                | 6 - 30         |               |  |                |
|   |   |  | Market Adjusted                                      | 9,289          | OPM Backsolve | Average Industry Volatility <sup>(d)</sup> | 45.6% - 109.7% |
|   |   |  |  |                |               | Risk-Free Interest Rate                    | 0.1% - 0.9%    |
|   |   |  |  |                |               | Estimated Time to Exit<br>(in months)      | 6 - 42         |
|   |   |  |  |                |               | Other                                      | 18,127         |
| Risk-Free Interest Rate                             | 0.1%  |  |  |                |               |  |                |
| Estimated Time to Exit<br>(in months)               | 12  |  |  |                |               |  |                |
| Level Three Warrant Investments                     | \$10,200  | Market Comparable<br>Companies                 | EBITDA Multiple <sup>(b)</sup>                       | 5.0x - 51.4x   |               |  |                |
|   |   |  | Revenue Multiple <sup>(b)</sup>                      | 0.5x - 13.8x   |               |  |                |
|   |   |  | Discount for Lack of<br>Marketability <sup>(c)</sup> | 6.4% - 36.0%   |               |  |                |
|   |   |  | Average Industry Volatility <sup>(d)</sup>           | 21.3% - 110.7% |               |  |                |
|   |   |  | Risk-Free Interest Rate                              | 0.1% - 1.0%    |               |  |                |
|   |   |  | Estimated Time to Exit<br>(in months)                | 6 - 48         |               |  |                |
|   |   |  | Market Adjusted OPM Backsolve                        | 8,913          | Other         | Average Industry Volatility <sup>(d)</sup> | 35.7% - 109.9% |
|   |   |  |  |                |               | Risk-Free Interest Rate                    | 0.1% - 2.7%    |
|   |   |  |  |                |               | Estimated Time to Exit<br>(in months)      | 3 - 48         |
|   |   |  | Other  | 9,595          |               | Average Industry Volatility <sup>(d)</sup> | 44.0% - 56.9%  |
| Risk-Free Interest Rate                             | 0.1% - 1.0%   |  |  |                |               |  |                |
| Estimated Time to Exit<br>(in months)               | 12 - 48   |  |  |                |               |  |                |
| Total Level Three Warrant and Equity<br>Investments | \$66,368  |  |  |                |               |  |                |

(a) The significant unobservable inputs used in the fair value measurement of our warrant and equity-related securities are revenue and/or EBITDA multiples and discounts for lack of marketability. Additional inputs used in the Black Scholes option pricing model include industry volatility, risk free interest rate and estimated time to exit. Significant increases (decreases) in the inputs in isolation would result in a significantly higher (lower) fair value measurement, depending on the materiality of the investment. For some investments, additional consideration may be given to data from the last round of financing or merger/acquisition events near the measurement date.

- (b) Represents amounts used when we have determined that market participants would use such multiples when pricing the investments.
- (c) Represents amounts used when we have determined market participants would take into account these discounts when pricing the investments.
- (d) Represents the range of industry volatility used by market participants when pricing the investment.

Debt Investments

We follow the guidance set forth in ASC 820 which establishes a framework for measuring the fair value of assets and liabilities and outlines a fair value hierarchy which prioritizes the inputs used to measure fair value and the effect of fair value measures on earnings. Our debt securities are primarily invested in venture capital-backed companies in technology-related markets, including technology, biotechnology, life science and energy and renewables technology industries at all stages of development. Given the nature of lending to these types of businesses, our investments in these portfolio companies are considered Level 3 assets under ASC 820 because there is no known or accessible market or market indexes for debt instruments for these investment securities to be traded or exchanged.

## Table of Contents

### Index to Financial Statements

In making a good faith determination of the value of our investments, we generally start with the cost basis of the investment, which includes the value attributed to the OID, if any, and PIK interest or other receivables which have been accrued to principal as earned. We then apply the valuation methods as set forth below.

We apply a procedure for debt investments that assumes a sale of investment in a hypothetical market to a hypothetical market participant where buyers and sellers are willing participants. The hypothetical market does not include scenarios where the underlying security was simply repaid or extinguished, but includes an exit concept. Under this process, we also evaluate the collateral for recoverability of the debt investments as well as apply all of its historical fair value analysis. We use pricing on recently issued comparable debt securities to determine the baseline hypothetical market yields as of the measurement date. We consider each portfolio company's credit rating, security liens and other characteristics of the investment to adjust the baseline yield to derive a hypothetical yield for each investment as of the measurement date. The anticipated future cash flows from each investment are then discounted at the hypothetical yield to estimate each investment's fair value as of the measurement date.

Our process includes, among other things, the underlying investment performance, the current portfolio company's financial condition and market changing events that impact valuation, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date. We value our syndicated debt investments using broker quotes and bond indices amongst other factors. If there is a significant deterioration of the credit quality of a debt investment, we may consider other factors than those a hypothetical market participant would use to estimate fair value, including the proceeds that would be received in a liquidation analysis.

We record unrealized depreciation on investments when we believe that an investment has decreased in value, including where collection of a debt investment is doubtful or, if under the in-exchange premise, when the value of a debt security were to be less than amortized cost of the investment. Conversely, where appropriate, we record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and, therefore, that our investment has also appreciated in value or, if under the in-exchange premise, the value of a debt security were to be greater than amortized cost.

When originating a debt instrument, we generally receive warrants or other equity-related securities from the borrower. We determine the cost basis of the warrants or other equity-related securities received based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and warrants or other equity-related securities received. Any resulting discount on the debt investment from recordation of the warrant or other equity instruments is accreted into interest income over the life of the loan.

### Equity-Related Securities and Warrants

Securities that are traded in the over-the-counter markets or on a stock exchange will be valued at the prevailing bid price at period end. We have a limited number of equity securities in public companies. In accordance with the 1940 Act, unrestricted publicly traded securities for which market quotations are readily available are valued at the closing market quote on the measurement date.

We estimate the fair value of warrants using a Black Scholes pricing model. At each reporting date, privately held warrant and equity related securities are valued based on an analysis of various factors including, but not limited to, the portfolio company's operating performance and financial condition and general market conditions, price to enterprise value or price to equity ratios, discounted cash flow, valuation comparisons to comparable public companies or other industry benchmarks. When an external event occurs, such as a purchase transaction, public offering, or subsequent equity sale, the pricing indicated by that external event is utilized to corroborate our valuation of the warrant and equity related securities. We periodically review the valuation of our portfolio companies that have not been involved in a qualifying external event to determine if the enterprise value of the portfolio company may have increased or decreased since the last valuation measurement date.

## **Table of Contents**

### **Index to Financial Statements**

#### *Income Recognition*

We record interest income on the accrual basis and we recognize it as earned in accordance with the contractual terms of the loan agreement to the extent that such amounts are expected to be collected. Original Issue Discount ( OID ) initially represents the value of detachable equity warrants obtained in conjunction with the acquisition of debt securities and is accreted into interest income over the term of the loan as a yield enhancement. When a loan becomes 90 days or more past due, or if management otherwise does not expect the portfolio company to be able to service its debt and other obligations, we will generally place the loan on non-accrual status and cease recognizing interest income on that loan until all principal has been paid. Any uncollected interest related to prior periods is reversed from income in the period that collection of the interest receivable is determined to be doubtful. However, we may make exceptions to this policy if the investment has sufficient collateral value and is in the process of collection. At March 31, 2014, we had three debt investments on non-accrual with a cumulative cost and approximate fair value of \$24.0 million and \$7.7 million, respectively, compared to two debt investments on non-accrual at December 31, 2013 a cumulative cost and approximate fair market value of \$23.3 million and \$12.6 million, respectively.

#### *Paid-In-Kind and End of Term Income*

Contractual paid-in-kind ( PIK ) interest, which represents contractually deferred interest added to the loan balance that is generally due at the end of the loan term, is generally recorded on the accrual basis to the extent such amounts are expected to be collected. We will generally cease accruing PIK interest if there is insufficient value to support the accrual or we do not expect the portfolio company to be able to pay all principal and interest due. In addition, we may also be entitled to an end-of-term payment that we amortize into income over the life of the loan. To maintain our status as a RIC, PIK and end-of-term income must be paid out to stockholders in the form of dividends even though we have not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. We recorded approximately \$852,000 and \$779,000 in PIK income in the three-month periods ended March 31, 2014 and 2013, respectively.

#### *Fee Income*

Fee income, generally collected in advance, includes loan commitment and facility fees for due diligence and structuring, as well as fees for transaction services and management services rendered by us to portfolio companies and other third parties. Loan and commitment fees are amortized into income over the contractual life of the loan. Management fees are generally recognized as income when the services are rendered. Loan origination fees are capitalized and then amortized into interest income using the effective interest rate method. In certain loan arrangements, warrants or other equity interests are received from the borrower as additional origination fees.

We recognize nonrecurring fees amortized over the remaining term of the loan commencing in the quarter relating to specific loan modifications. Certain fees may still be recognized as one-time fees, including prepayment penalties, fees related to select covenant default waiver fees and acceleration of previously deferred loan fees and original issue discount (OID) related to early loan pay-off or material modification of the specific debt outstanding.

#### *Equity Offering Expenses*

Our offering costs are charged against the proceeds from equity offerings when received.

#### *Debt Issuance Costs*

Debt issuance costs are fees and other direct incremental costs incurred by us in obtaining debt financing. Debt issuance costs are recognized as prepaid expenses and amortized over the life of the related debt instrument using the straight line method, which closely approximates the effective yield method.

---

**Table of Contents****Index to Financial Statements***Stock-Based Compensation*

We have issued and may, from time to time, issue additional stock options and restricted stock to employees under our 2004 Equity Incentive Plan and Board members under our 2006 Equity Incentive Plan. We follow ASC 718, formally known as FAS 123R *Share-Based Payments* to account for stock options granted. Under ASC 718, compensation expense associated with stock-based compensation is measured at the grant date based on the fair value of the award and is recognized over the vesting period. Determining the appropriate fair value model and calculating the fair value of stock-based awards at the grant date requires judgment, including estimating stock price volatility, forfeiture rate and expected option life.

*Income Taxes*

We operate to qualify to be taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its shareholders from its income to determine taxable income. Taxable income includes our taxable interest, dividend and fee income, as well as taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which generally results in the deferment of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash.

Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual PIK interest arrangements, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest arrangements or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation and amortization expense.

As a RIC, we will be subject to a 4% nondeductible federal excise tax on certain undistributed income unless the we distribute in a timely manner an amount at least equal to the sum of (1) 98% of our ordinary income for each calendar year, (2) 98.2% of our capital gain net income for the 1-year period ending October 31 in that calendar year and (3) any income realized, but not distributed, in the preceding year (the Excise Tax Avoidance Requirements ). We will not be subject to excise taxes on amounts on which we are required to pay corporate income tax (such as retained net capital gains). Depending on the level of taxable income earned in a tax year, we may choose to carry over taxable income in excess of current year distributions from such taxable income into the next tax year and pay a 4% excise tax on such income, as required. The maximum amount of excess taxable income that may be carried over for distribution in the next year under the Code is the total amount of dividends paid in the following year, subject to certain declaration and payment guidelines. To the extent we choose to carry over taxable income into the next tax year, dividends declared and paid by us in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income, the distribution of prior year taxable income carried over into and distributed in the current year, or returns of capital.

At December 31, 2013 no excise tax was recorded. We intend to distribute approximately \$3.8 million of spillover earnings from the year ended December 31, 2013 to our shareholders in 2014.

Because federal income tax regulations differ from accounting principles generally accepted in the United States, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statement to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

**Table of Contents****Index to Financial Statements***Recent Accounting Pronouncements*

In June 2013, the FASB issued ASU 2013-08, Financial Services Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements, which amends the criteria that define an investment company and clarifies the measurement guidance and requires new disclosures for investment companies. Under ASU 2013-08, an entity already regulated under the 1940 Act is automatically an investment company under the new GAAP definition, so we have concluded that there is no impact from adopting this standard on our statement of assets and liabilities or results of operations. We have adopted this standard for our fiscal year ending December 31, 2014.

**Subsequent Events***Dividend Declaration*

On April 28, 2014 the Board of Directors declared a cash dividend of \$0.31 per share to be paid on May 19, 2014 to shareholders of record as of May 12, 2014. This dividend represents our thirty-fifth consecutive dividend declaration since our initial public offering, bringing the total cumulative dividend declared to date to \$9.37 per share.

*Restricted Stock Units Grants*

In April 2014, we granted approximately 982,000 restricted stock units pursuant to the Plans.

*Closed and Pending Commitments*

As of April 28, Hercules has:

- a. Closed commitments of approximately \$60.0 million to new and existing portfolio companies, and funded approximately \$27.1 million since the close of the first quarter of 2014.
- b. Pending commitments (signed non-binding term sheets) of approximately \$171.0 million. The table below summarizes our year-to-date closed and pending commitments as follows:

**Closed Commitments and Pending Commitments (in millions)**

|           |   |              |
|-----------|---|--------------|
| January 1 | March 31, 2014 Closed Commitments                               | \$ 155.7     |
|           | Q2-14 Closed Commitments (as of April 28, 2014)                 | 60.0         |
|           | <b>Total Year-to-date 2014 Closed Commitments<sup>(a)</sup></b> | <b>215.7</b> |
|           | Pending Commitments (as of April 28, 2014) <sup>(b)</sup>       | 171.0        |
|           | <b>Year to date 2014 Closed and Pending Commitments</b>         | <b>386.7</b> |

Notes:

- a. Closed Commitments may include renewals of existing credit facilities. Not all Closed Commitments result in future cash requirements. Commitments generally fund over the two succeeding quarters from close.
- b. Not all pending commitments (signed non-binding term sheets) are expected to close and do not necessarily represent any future cash requirements.



**Table of Contents****Index to Financial Statements***Portfolio Company Developments*

As of March 31, 2014, we held warrants or equity positions in four companies that have filed registration statements on Form S-1 with the SEC in contemplation of potential initial public offerings, including Box, Inc., Dance Biopharm, Inc. and two companies which filed confidentially under the JOBS Act. In addition, subsequent to March 31, 2014 the following portfolio company completed an initial public offering:

1. In April 2014, Glori Energy, Inc. (NASDAQ: GLRI), a Hercules portfolio company, completed a \$185 million reverse merger with Infinity Cross Border Acquisition Corp. (NASDAQ: INXB) and closed a share tender offer and a warrant tender offer.

**Quantitative and Qualitative Disclosure About Market Risk**

We are subject to financial market risks, including changes in interest rates. Interest rate risk is defined as the sensitivity of our current and future earnings to interest rate volatility, variability of spread relationships, the

difference in re-pricing intervals between our assets and liabilities and the effect that interest rates may have on our cash flows. Changes in interest rates may affect both our cost of funding and our interest income from portfolio investments, cash and cash equivalents and idle funds investments. Our investment income will be affected by changes in various interest rates, including LIBOR and Prime rates, to the extent our debt investments include variable interest rates. As of March 31, 2014, approximately 98.0% of the loans in our portfolio had variable rates based on floating Prime or LIBOR rates, or variable rates with a floor. Changes in interest rates can also affect, among other things, our ability to acquire and originate loans and securities and the value of our investment portfolio.

Based on our Consolidated Statement of Assets and Liabilities as of March 31, 2014, the following table shows the approximate annualized increase (decrease) in components of net assets resulting from operations of hypothetical base rate changes in interest rates, assuming no changes in our investments and borrowings.

(dollars in thousands)

| Basis Point Change <sup>(1)</sup> | Interest Income | Interest Expense | Net Income |
|-----------------------------------|-----------------|------------------|------------|
| 100                               | \$ 6,615        | \$               | \$ 6,615   |
| 200                               | \$ 13,727       | \$               | \$ 13,727  |
| 300                               | \$ 23,765       | \$               | \$ 23,765  |
| 400                               | \$ 33,668       | \$               | \$ 33,668  |
| 500                               | \$ 43,542       | \$               | \$ 43,542  |

(1) A decline in interest rates would not have a material impact on our Consolidated Financial Statements.

We do not currently engage in any hedging activities. However, we may, in the future, hedge against interest rate fluctuations by using standard hedging instruments such as futures, options, and forward contracts. While hedging activities may insulate us against changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our borrowed funds and higher interest rates with respect to our portfolio of investments. During the three months ended March 31, 2014, we did not engage in interest rate hedging activities.

Although we believe that the foregoing analysis is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in the credit market, credit quality, size and composition of the assets in our portfolio. It also does not adjust for other business developments, including borrowings under our Credit Facilities, SBA debentures, Convertible Senior Notes, 2019 Notes and Asset-Based Notes, that could affect the net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the statement above.

Because we currently borrow, and plan to borrow in the future, money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest the funds borrowed. Accordingly, there can be no



assurance that a significant change in market

## **Table of Contents**

### **Index to Financial Statements**

interest rates will not have a material adverse effect on our net investment income. In periods of rising interest rates, our cost of funds would increase, which could reduce our net investment income if there is not a corresponding increase in interest income generated by variable rate assets in our investment portfolio.

For additional information regarding the interest rate associated with each of our Credit Facilities, SBA debentures, Convertible Senior Notes, 2019 Notes and Asset-Based Notes, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity and Capital Resources Outstanding Borrowings appearing elsewhere herein.

### **Disclosure Controls and Procedures**

Our chief executive and chief financial officers, under the supervision and with the participation of our management, conducted an evaluation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of the end of the period covered by this quarterly report on Form 10-Q, our chief executive and chief financial officers have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that information required to be disclosed by us in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including its chief executive and chief financial officers, as appropriate to allow timely decisions regarding required disclosure.

### **Internal Control Over Financial Reporting**

#### *Management's Annual Report on Internal Control Over Financial Reporting*

The Company is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the SEC, internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial and accounting officer, approved and monitored by the Company's Board of Directors, and implemented by management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. generally accepted accounting principles.

The Company's internal control over financial reporting is supported by written policies and procedures, that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of the Company conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2013 based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Framework). Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

**Table of Contents**

**Index to Financial Statements**

*Attestation Report of the Independent Registered Public Accounting Firm*

The effectiveness of the Company's internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm who also audited the Company's consolidated financial statements, as stated in their report, which is included in this prospectus.

*Changes in Internal Control Over Financial Reporting in 2013*

There have been no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, that occurred during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents**

**Index to Financial Statements**

**BUSINESS**

We are a specialty finance company focused on providing senior secured loans to venture capital-backed companies in technology-related markets, including technology, biotechnology, life science, and energy and renewables technology industries at all stages of development. We source our investments through our principal office located in Palo Alto, CA, as well as through our additional offices in Boston, MA, New York, NY, and McLean, VA.

Our goal is to be the leading structured debt financing provider of choice for venture capital-backed companies in technology-related markets requiring sophisticated and customized financing solutions. Our strategy is to evaluate and invest in a broad range of technology-related markets including technology, biotechnology, life science, and energy and renewables technology industries and to offer a full suite of growth capital products. We invest primarily in structured debt with warrants and, to a lesser extent, in senior debt and equity investments. We invest primarily in private companies and, to a lesser extent, public companies.

We use the term "structured debt with warrants" to refer to any debt investment, such as a senior or subordinated secured loan, that is coupled with an equity component, including warrants, options or rights to purchase common or preferred stock. Our structured debt with warrants investments typically are secured by some or all of the assets of the portfolio company.

Our investment objective is to maximize our portfolio total return by generating current income from our debt investments and capital appreciation from our equity-related investments. Our primary business objectives are to increase our net income, net operating income and net asset value by investing in structured debt with warrants and equity of venture capital-backed companies in technology-related markets with attractive current yields and the potential for equity appreciation and realized gains. Our equity ownership in our portfolio companies may exceed 25% of the voting securities of such companies, which represents a controlling interest under the 1940 Act. In some cases, we receive the right to make additional equity investments in our portfolio companies in connection with future equity financing rounds. Capital that we provide directly to venture capital-backed companies in technology-related markets is generally used for growth and general working capital purposes as well as in select cases for acquisitions or recapitalizations.

We also make investments in qualifying small businesses through our two wholly-owned SBICs. Our SBIC subsidiaries, HT II and HT III, hold approximately \$143.7 million and \$290.0 million in assets, respectively, and accounted for approximately 9.5% and 19.3% of our total assets, respectively, prior to consolidation at March 31, 2014. As of March 31, 2014, the maximum statutory limit on the dollar amount of combined outstanding SBA guaranteed debentures is \$225.0 million, subject to periodic adjustments by the SBA. In aggregate, at March 31, 2014, with our net investment of \$112.5 million, HT II and HT III have the capacity to issue a total of \$225.0 million of SBA-guaranteed debentures, subject to SBA approval. In March 2014, we repaid \$34.8 million of SBA debentures under HT II, priced at approximately 6.38%, including annual fees. At March 31, 2014, we have issued \$190.2 million in SBA-guaranteed debentures in our SBIC subsidiaries.

We are an internally managed, non-diversified, closed-end investment company that has elected to be regulated as a business development company under the 1940 Act. As a business development company, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in "qualifying assets," which includes securities of private U.S. companies, cash, cash equivalents and high-quality debt investments that mature in one year or less.

Our portfolio is comprised of, and we anticipate that our portfolio will continue to be comprised of, investments primarily in technology-related companies at various stages of their development. Consistent with regulatory requirements, we invest primarily in United States based companies and, to a lesser extent, in foreign companies. See "Regulation - Qualifying Assets."

## **Table of Contents**

### **Index to Financial Statements**

We focus our investments in companies active in the technology industry sub-sectors characterized by products or services that require advanced technologies, including, but not limited to, computer software and hardware, networking systems, semiconductors, semiconductor capital equipment, information technology infrastructure or services, internet consumer and business services, telecommunications, telecommunications equipment, renewable or alternative energy, media and life science. Within the life science sub-sector, we generally focus on medical devices, bio-pharmaceutical, drug discovery, drug delivery, health care services and information systems companies. Within the energy technology sub-sector, we focus on sustainable and renewable energy technologies and energy efficiency and monitoring technologies. We refer to all of these companies as technology-related companies and intend, under normal circumstances, to invest at least 80% of the value of our assets in such businesses.

### **CORPORATE HISTORY AND OFFICES**

We are a Maryland corporation formed in December 2003 that began investment operations in September 2004. We are an internally managed, non-diversified closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended, or the 1940 Act. As a business development company, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities of private U.S. companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. A business development company also must meet a coverage ratio of total net assets to total senior securities, which include all of our borrowings (including accrued interest payable) except for debentures issued by the Small Business Administration, or the SBA, and any preferred stock we may issue in the future, of at least 200% subsequent to each borrowing or issuance of senior securities. See Regulation Business Development Company .

We have qualified as and have elected to be treated for tax purposes as a RIC under the Code. Pursuant to this election, we generally will not have to pay corporate-level taxes on any income that we distribute to our stockholders. However, our qualification and election to be treated as a RIC requires that we comply with provisions contained in the Code. For example, as a RIC we must receive 90% or more of our income from qualified earnings, typically referred to as good income, as well as satisfy asset diversification and income distribution requirements.

Our principal executive offices are located at 400 Hamilton Avenue, Suite 310, Palo Alto, California 94301, and our telephone number is (650) 289-3060. We also have offices in Boston, MA, New York, NY and McLean, VA. We maintain a website on the Internet at [www.htgc.com](http://www.htgc.com). Information contained on our website is not incorporated by reference into this Annual Report, and you should not consider that information to be part of this Annual Report.

We file annual, quarterly and current periodic reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, which we refer to as the Exchange Act. This information is available at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the operation of the SEC's public reference room by calling the SEC at (202) 551-8090. In addition, the SEC maintains an Internet website, at [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements, and other information regarding issuers, including us, who file documents electronically with the SEC.

### **OUR MARKET OPPORTUNITY**

We believe that technology-related companies compete in one of the largest and most rapidly growing sectors of the U.S. economy and that continued growth is supported by ongoing innovation and performance improvements in technology products as well as the adoption of technology across virtually all industries in response to competitive pressures. We believe that an attractive market opportunity exists for a specialty finance

## Table of Contents

### Index to Financial Statements

company focused primarily on investments in structured debt with warrants in technology-related companies for the following reasons:

Technology-related companies have generally been underserved by traditional lending sources;

Unfulfilled demand exists for structured debt financing to technology-related companies as the number of lenders has declined due to the recent financial market turmoil; and

Structured debt with warrants products are less dilutive and complement equity financing from venture capital and private equity funds.

***Technology-Related Companies are Underserved by Traditional Lenders.*** We believe many viable technology-related companies backed by financial sponsors have been unable to obtain sufficient growth financing from traditional lenders, including financial services companies such as commercial banks and finance companies because traditional lenders have continued to consolidate and have adopted a more risk-averse approach to lending. More importantly, we believe traditional lenders are typically unable to underwrite the risk associated with these companies effectively.

The unique cash flow characteristics of many technology-related companies, which typically include significant research and development expenditures and high projected revenue growth thus often making such companies difficult to evaluate from a credit perspective. In addition, the balance sheets of these companies often include a disproportionately large amount of intellectual property assets, which can be difficult to value. Finally, the speed of innovation in technology and rapid shifts in consumer demand and market share add to the difficulty in evaluating technology-related companies.

Due to the difficulties described above, we believe traditional lenders are generally refraining from entering the structured debt financing marketplace, instead preferring the risk-reward profile of asset based lending. Traditional lenders generally do not have flexible product offerings that meet the needs of technology-related companies. The financing products offered by traditional lenders typically impose on borrowers many restrictive covenants and conditions, including limiting cash outflows and requiring a significant depository relationship to facilitate rapid liquidation.

***Unfulfilled Demand for Structured Debt Financing to Technology-Related Companies.*** Private debt capital in the form of structured debt financing from specialty finance companies continues to be an important source of funding for technology-related companies. We believe that the level of demand for structured debt financing is a function of the level of annual venture equity investment activity.

We believe that demand for structured debt financing is currently underserved. The venture capital market for the technology-related companies in which we invest has been active and is continuing to show signs of increased investment activity. Therefore, to the extent we have capital available, we believe this is an opportune time to be active in the structured lending market for technology-related companies.

***Structured Debt with Warrants Products Complement Equity Financing From Venture Capital and Private Equity Funds.*** We believe that technology-related companies and their financial sponsors will continue to view structured debt securities as an attractive source of capital because it augments the capital provided by venture capital and private equity funds. We believe that our structured debt with warrants product provides access to growth capital that otherwise may only be available through incremental investments by existing equity investors. As such, we provide portfolio companies and their financial sponsors with an opportunity to diversify their capital sources. Generally, we believe technology-related companies at all stages of development target a portion of their capital to be debt in an attempt to achieve a higher valuation through internal growth. In addition, because financial sponsor-backed companies have reached a more mature stage prior to reaching a liquidity event, we believe our investments could provide the debt capital needed to grow or recapitalize during the extended period prior to liquidity events.

---

**Table of Contents**

**Index to Financial Statements**

**OUR BUSINESS STRATEGY**

Our strategy to achieve our investment objective includes the following key elements:

***Leverage the Experience and Industry Relationships of Our Management Team and Investment Professionals.*** We have assembled a team of experienced investment professionals with extensive experience as venture capitalists, commercial lenders, and originators of structured debt and equity investments in technology-related companies. Our investment professionals have, on average, more than 15 years of experience as equity investors in, and/or lenders to, technology-related companies. In addition, our team members have originated structured debt, debt with warrants and equity investments in over 270 technology-related companies, representing over \$4.2 billion in commitments from inception to March 31, 2014, and have developed a network of industry contacts with investors and other participants within the venture capital and private equity communities. In addition, members of our management team also have operational, research and development and finance experience with technology-related companies. We have established contacts with leading venture capital and private equity fund sponsors, public and private companies, research institutions and other industry participants, which should enable us to identify and attract well-positioned prospective portfolio companies.

We concentrate our investing activities generally in industries in which our investment professionals have investment experience. We believe that our focus on financing technology-related companies will enable us to leverage our expertise in structuring prospective investments, to assess the value of both tangible and intangible assets, to evaluate the business prospects and operating characteristics of technology-related companies and to identify and originate potentially attractive investments with these types of companies.

***Mitigate Risk of Principal Loss and Build a Portfolio of Equity-Related Securities.*** We expect that our investments have the potential to produce attractive risk-adjusted returns through current income, in the form of interest and fee income, as well as capital appreciation from equity-related securities. We seek to mitigate the risk of loss on our debt investments through the combination of loan principal amortization, cash interest payments, relatively short maturities, security interests in the assets of our portfolio companies, and on select investment covenants requiring prospective portfolio companies to have certain amounts of available cash at the time of our investment and the continued support from a venture capital or private equity firm at the time we make our investment.

Historically our structured debt investments to technology-related companies typically include warrants or other equity interests. In addition, in some cases, we receive the right to make additional equity investments in our portfolio companies, including the right to convert some portion of our debt into equity, in connection with future equity financing rounds. We believe these equity interests will create the potential for meaningful long-term capital gains in connection with the future liquidity events of these technology-related companies.

***Provide Customized Financing Complementary to Financial Sponsors' Capital.*** We offer a broad range of investment structures and possess expertise and experience to effectively structure and price investments in technology-related companies. Unlike many of our competitors that only invest in companies that fit a specific set of investment parameters, we have the flexibility to structure our investments to suit the particular needs of our portfolio companies. We offer customized financing solutions ranging from senior debt to equity capital, with a focus on structured debt with warrants.

We use our relationships in the financial sponsor community to originate investment opportunities. Because venture capital and private equity funds typically invest solely in the equity securities of their portfolio companies, we believe that our debt investments will be viewed as an attractive and complimentary source of capital, both by the portfolio company and by the portfolio company's financial sponsor. In addition, we believe that many venture capital and private equity fund sponsors encourage their portfolio companies to use debt financing for a portion of their capital needs as a means of potentially enhancing equity returns, minimizing equity dilution and increasing valuations prior to a subsequent equity financing round or a liquidity event.

## Table of Contents

### Index to Financial Statements

***Invest at Various Stages of Development.*** We provide growth capital to technology-related companies at all stages of development, including select publicly listed companies and select special opportunity lower middle market companies that require additional capital to fund acquisitions, recapitalizations and refinancings and established-stage companies. We believe that this provides us with a broader range of potential investment opportunities than those available to many of our competitors, who generally focus their investments on a particular stage in a company's development. Because of the flexible structure of our investments and the extensive experience of our investment professionals, we believe we are well positioned to take advantage of these investment opportunities at all stages of prospective portfolio companies' development.

***Benefit from Our Efficient Organizational Structure.*** We believe that our corporate structure enables us to be a long-term partner for our portfolio companies in contrast to traditional investment funds, which typically have a limited life. In addition, because of our access to the equity markets, we believe that we may benefit from a lower cost of capital than that available to private investment funds. We are not subject to requirements to return invested capital to investors nor do we have a finite investment horizon. Capital providers that are subject to such limitations are often required to seek a liquidity event more quickly than they otherwise might, which can result in a lower overall return on an investment.

***Deal Sourcing Through Our Proprietary Database.*** We have developed a proprietary and comprehensive SQL-based database system to track various aspects of our investment process including sourcing, originations, transaction monitoring and post-investment performance. As of March 31, 2014, our proprietary SQL-based database system included approximately 35,300 technology-related companies and approximately 8,900 venture capital firms, private equity sponsors/investors, as well as various other industry contacts. This proprietary SQL system allows us to maintain, cultivate and grow our industry relationships while providing us with comprehensive details on companies in the technology-related industries and their financial sponsors.

## **OUR INVESTMENTS AND OPERATIONS**

We principally invest in debt securities and, to a lesser extent, equity securities, with a particular emphasis on structured debt with warrants.

We generally seek to invest in companies that have been operating for at least six to 12 months prior to the date of our investment. We anticipate that such entities may, at the time of investment, be generating revenues or will have a business plan that anticipates generation of revenues within 24 to 48 months. Further, we anticipate that on the date of our investment we will generally obtain a lien on available assets, which may or may not include intellectual property, and these companies will have sufficient cash on their balance sheet to operate as well as potentially amortize their debt for at least three to nine months following our investment. We generally require that a prospective portfolio company, in addition to having sufficient capital to support leverage, demonstrate an operating plan capable of generating cash flows or raising the additional capital necessary to cover its operating expenses and service its debt, for an additional six to 12 months subject to market conditions.

We expect that our investments will generally range from \$1.0 million to \$40.0 million. We typically structure our debt securities to provide for amortization of principal over the life of the loan, but may include a period of interest-only payments. Our loans will be collateralized by a security interest in the borrower's assets, although we may not have the first claim on these assets and the assets may not include intellectual property. Our debt investments carry fixed or variable contractual interest rates which generally ranged from the prevailing U.S. prime rate, or Prime or the LIBOR rate to approximately 15% as of March 31, 2014. As of March 31, 2014, approximately 98.0% of our loans were at floating rates or floating rates with a floor and 2.0% of the loans were at fixed rates.

In addition to the cash yields received on our loans, in some instances, our loans generally include one or more of the following: end-of-term payments, exit fees, balloon payment fees, commitment fees, success fees or prepayment fees. In some cases our loans also include contractual PIK interest arrangements. The increases in



---

**Table of Contents****Index to Financial Statements**

loan balances as a result of contractual PIK arrangements are included in income for the period in which such payment-in-kind interest was accrued, which is often in advance of receiving cash payment, and are separately identified on our statements of cash flows. We also may be required to include in income for tax purposes certain other amounts prior to receiving the related cash.

In addition, the majority of our investments in the structured debt of venture capital-backed companies generally have equity enhancement features, typically in the form of warrants or other equity-related securities designed to provide us with an opportunity for potential capital appreciation. The warrants typically will be immediately exercisable upon issuance and generally will remain exercisable for the lesser of five to ten years or three to five years after completion of an initial public offering. The exercise prices for the warrants varies from nominal exercise prices to exercise prices that are at or above the current fair market value of the equity for which we receive warrants. We may structure warrants to provide minority rights provisions or on a very select basis put rights upon the occurrence of certain events. We generally target a total annualized return (including interest, fees and value of warrants) of 12% to 25% for our debt investments.

Typically, our structured debt and equity investments take one of the following forms:

*Structured Debt with Warrants.* We seek to invest a majority of our assets in structured debt with warrants of prospective portfolio companies. Traditional structured debt financing is a layer of high-coupon financing between debt and equity that most commonly takes the form of subordinated debt coupled with warrants, combining the cash flow and risk characteristics of both senior debt and equity. However, our investments in structured debt with warrants may be the only debt capital on the balance sheet of our portfolio companies, and in many cases we have a first priority security interest in all of our portfolio company's assets, or in certain investments we may have a negative pledge on intellectual property. Our structured debt with warrants typically have maturities of between two and seven years, and they may provide for full amortization after an interest only period. Our structured debt with warrants generally carry a contractual interest rate between the prevailing U.S. prime rate, or Prime or the LIBOR rate and approximately 14% and may include an additional end-of-term payment or contractual PIK interest arrangements. In most cases we collateralize our investments by obtaining security interests in our portfolio companies' assets, which may include their intellectual property. In other cases we may prohibit a company from pledging or otherwise encumbering their intellectual property. We may structure our structured debt with warrants with restrictive affirmative and negative covenants, default penalties, prepayment penalties, lien protection, equity calls, change-in-control provisions or board observation rights.

*Senior Debt.* We seek to invest a limited portion of our assets in senior debt. Senior debt may be collateralized by accounts receivable and/or inventory financing of prospective portfolio companies. Senior debt has a senior position with respect to a borrower's scheduled interest and principal payments and holds a first priority security interest in the assets pledged as collateral. Senior debt also may impose covenants on a borrower with regard to cash flows and changes in capital structure, among other items. We generally collateralize our investments by obtaining security interests in our portfolio companies' assets, which may include their intellectual property. In other cases we may obtain a negative pledge covering a company's intellectual property. Our senior loans, in certain instances, may be tied to the financing of specific assets. In connection with a senior debt investment, we may also provide the borrower with a working capital line-of-credit that will carry an interest rate ranging from Prime or LIBOR plus a spread with a floor, generally maturing in one to three years, and will be secured by accounts receivable and/or inventory.

*Equipment Loans.* We intend to invest a limited portion of our assets in equipment-based loans to early-stage prospective portfolio companies. Equipment-based loans are secured by a first priority security interest in only the specific assets financed. These loans are generally for amounts up to \$3.0 million but may be up to \$15.0 million for certain energy technology venture investments, carry a contractual interest rate between Prime and Prime plus 9.0%, and have an average term between three and four years. Equipment loans may also include end of term payments.

**Table of Contents****Index to Financial Statements**

*Equity-Related Securities.* The equity-related securities we hold consist primarily of warrants or other equity interests generally obtained in connection with our structured debt investments. In addition to the warrants received as a part of a structured debt financing, we typically receive the right to make equity investments in a portfolio company in connection with that company's next round of equity financing. We may also on certain debt investments have the right to convert a portion of the debt investment into equity. These rights will provide us with the opportunity to further enhance our returns over time through opportunistic equity investments in our portfolio companies. These equity-related investments are typically in the form of preferred or common equity and may be structured with a dividend yield, providing us with a current return, and with customary anti-dilution protection and preemptive rights. We may achieve liquidity through a merger or acquisition of a portfolio company, a public offering of a portfolio company's stock or by exercising our right, if any, to require a portfolio company to buy back the equity-related securities we hold. We may also make stand alone direct equity investments into portfolio companies in which we may not have any debt investment in the company.

A comparison of the typical features of our various investment alternatives is set forth in the chart below.

|                                     | <b>Structured debt with warrants</b>                             | <b>Senior Debt</b>                     | <b>Equipment Loans</b>                              | <b>Equity related Securities</b> |
|-------------------------------------|--|--|---|----------------------------------|
| <b>Typical Structure</b>            | Term debt with warrants  | Term or revolving debt                 | Term debt with warrants                             | Preferred stock or common stock  |
| <b>Investment Horizon</b>           | Long term, ranging from 2 to 7 years, with an average of 3 years | Usually under 3 years                  | Ranging from 3 to 4 years                           | Ranging from 3 to 7 years        |
| <b>Ranking/Security</b>             | Senior secured, either first out or last out, or second lien     | Senior/First lien                      | Secured only by underlying equipment                | None/unsecured                   |
| <b>Covenants</b>                    | Less restrictive; Mostly financial                               | Generally borrowing base and financial | None  | None                             |
| <b>Risk Tolerance</b>               | Medium/High  | Low                                    | High  | High                             |
| <b>Coupon/Dividend</b>              | Cash pay fixed and floating rate; PIK in limited cases           | Cash pay floating or fixed rate        | Cash pay-floating or fixed rate and may include PIK | Generally none                   |
| <b>Customization or Flexibility</b> | More flexible  | Little to none                         | Little to none                                      | Flexible                         |
| <b>Equity Dilution</b>              | Low to medium  | None to low                            | Low   | High                             |

## Table of Contents

### Index to Financial Statements

#### **Investment Criteria**

We have identified several criteria, among others, that we believe are important in achieving our investment objective with respect to prospective portfolio companies. These criteria, while not inclusive, provide general guidelines for our investment decisions.

**Portfolio Composition.** While we generally focus our investments in venture capital-backed companies in technology-related markets, we seek to diversify across various financial sponsors as well as across various stages of companies' development and various technology industry sub-sectors and geographies. As of March 31, 2014, approximately 64.9% of the fair value of our portfolio was composed of investments in four industries: 23.2% was composed of investments in the drug discovery and development industry, 18.7% was composed of investments in the energy technology industry, 11.9% was composed of investments in the internet consumer and business services industry and 11.1% was composed of investments in the medical device and equipment industry.

**Continuing Support from One or More Financial Sponsors.** We generally invest in companies in which one or more established financial sponsors have previously invested and continue to make a contribution to the management of the business. We believe that having established financial sponsors with meaningful commitments to the business is a key characteristic of a prospective portfolio company. In addition, we look for representatives of one or more financial sponsors to maintain seats on the Board of Directors of a prospective portfolio company as an indication of such commitment.

**Company Stage of Development.** While we invest in companies at various stages of development, we generally require that prospective portfolio companies be beyond the seed stage of development and generally have received or anticipate having commitments for their first institutional round of equity financing for early stage companies. We expect a prospective portfolio company to demonstrate progress in its product development or demonstrate a path towards revenue generation or increase its revenues and operating cash flow over time. The anticipated growth rate of a prospective portfolio company is a key factor in determining the value that we ascribe to any warrants or other equity securities that we may acquire in connection with an investment in debt securities.

**Operating Plan.** We generally require that a prospective portfolio company, in addition to having potential access to capital to support leverage, demonstrate an operating plan capable of generating cash flows or the ability to potentially raise the additional capital necessary to cover its operating expenses and service its debt for a specific period. Specifically, we require that a prospective portfolio company demonstrate at the time of our proposed investment that it has cash on its balance sheet, or is in the process of completing a financing so that it will have cash on its balance sheet, sufficient to support its operations for a minimum of six to 12 months.

**Security Interest.** In many instances we seek a first priority security interest in all of the portfolio companies' tangible and intangible assets as collateral for our debt investment, subject in some cases to permitted exceptions. In other cases we may obtain a negative pledge prohibiting a company from pledging or otherwise encumbering their intellectual property. Although we do not intend to operate as an asset-based lender, the estimated liquidation value of the assets, if any, collateralizing the debt securities that we hold is an important factor in our credit analysis and subject to assumptions that may change over the life of the investment especially when attempting to estimate the value of intellectual property. We generally evaluate both tangible assets, such as accounts receivable, inventory and equipment, and intangible assets, such as intellectual property, customer lists, networks and databases.

**Covenants.** Our investments may include one or more of the following covenants: cross-default, or material adverse change provisions, require the portfolio company to provide periodic financial reports and operating metrics and will typically limit the portfolio company's ability to incur additional debt, sell assets, dividend recapture, engage in transactions with affiliates and consummate an extraordinary transaction, such as a merger or recapitalization without our consent. In addition, we may require other performance or financial based covenants, as we deem appropriate.

**Table of Contents**

**Index to Financial Statements**

**Exit Strategy.** Prior to making a debt investment that is accompanied by an equity-related security in a prospective portfolio company, we analyze the potential for that company to increase the liquidity of its equity through a future event that would enable us to realize appreciation in the value of our equity interest. Liquidity events may include an initial public offering, a private sale of our equity interest to a third party, a merger or an acquisition of the company or a purchase of our equity position by the company or one of its stockholders.

**Investment Process**

We have organized our management team around the four key elements of our investment process:

Origination;

Underwriting;

Documentation; and

Loan and Compliance Administration.

Our investment process is summarized in the following chart:

***Origination***

The origination process for our investments includes sourcing, screening, preliminary due diligence and deal structuring and negotiation, all leading to an executed non-binding term sheet. As of March 31, 2014, our investment origination team, which consists of approximately 38 investment professionals, is headed by our Chief Investment Officer and our Chief Executive Officer. The origination team is responsible for sourcing potential investment opportunities and members of the investment origination team use their extensive relationships with various leading financial sponsors, management contacts within technology-related companies, trade sources, technology conferences and various publications to source prospective portfolio companies. Our investment origination team is divided into special opportunity lower middle market, technology, energy technology, and life science sub-teams to better source potential portfolio companies.

## **Table of Contents**

### **Index to Financial Statements**

In addition, we have developed a proprietary and comprehensive SQL-based database system to track various aspects of our investment process including sourcing, originations, transaction monitoring and post-investment performance. This proprietary SQL system allows our origination team to maintain, cultivate and grow our industry relationships while providing our origination team with comprehensive details on companies in the technology-related industries and their financial sponsors.

If a prospective portfolio company generally meets certain underwriting criteria, we perform preliminary due diligence, which may include high level company and technology assessments, evaluation of its financial sponsors' support, market analysis, competitive analysis, identify key management, risk analysis and transaction size, pricing, return analysis and structure analysis. If the preliminary due diligence is satisfactory, and the origination team recommends moving forward, we then structure, negotiate and execute a non-binding term sheet with the potential portfolio company. Upon execution of a term sheet, the investment opportunity moves to the underwriting process to complete formal due diligence review and approval.

### ***Underwriting***

The underwriting review includes formal due diligence and approval of the proposed investment in the portfolio company.

*Due Diligence.* Our due diligence on a prospective investment is typically completed by two or more investment professionals whom we define as the underwriting team. The underwriting team for a proposed investment consists of the deal sponsor who typically possesses general industry knowledge and is responsible for originating and managing the transaction, other investment professional(s) who perform due diligence, credit and corporate financial analyses and, as needed, our legal professionals. To ensure consistent underwriting, we generally use our standardized due diligence methodologies, which include due diligence on financial performance and credit risk as well as an analysis of the operations and the legal and applicable regulatory framework of a prospective portfolio company. The members of the underwriting team work together to conduct due diligence and understand the relationships among the prospective portfolio company's business plan, operations and financial performance.

As part of our evaluation of a proposed investment, the underwriting team prepares an investment memorandum for presentation to the investment committee. In preparing the investment memorandum, the underwriting team typically interviews select key management of the company and select financial sponsors and assembles information necessary to the investment decision. If and when appropriate, the investment professionals may also contact industry experts and customers, vendors or, in some cases, competitors of the company.

*Approval Process.* The sponsoring managing director or principal presents the investment memorandum to our investment committee for consideration. The approval of a majority of our investment committee and an affirmative vote by our Chief Executive Officer is required before we proceed with any investment. The members of our investment committee are our Chief Executive Officer, our Chief Financial Officer and our Chief Investment Officer. The investment committee generally meets weekly and more frequently on an as-needed basis. The Senior Managing Directors abstain from voting with respect to investments they originate.

### ***Documentation***

Our documentation group, currently headed by our General Counsel, administers the documentation process for our investments. This group is responsible for documenting the transactions approved by our investment committee with a prospective portfolio company. This group negotiates loan documentation and, subject to appropriate approvals, final documents are prepared for execution by all parties. The documentation group generally uses the services of external law firms to complete the necessary documentation.

**Table of Contents****Index to Financial Statements*****Loan and Compliance Administration***

Our loan and compliance administration group, headed by our Chief Financial Officer and Chief Investment Officer, administers loans and tracks covenant compliance, if applicable, of our investments and oversees periodic reviews of our critical functions to ensure adherence with our internal policies and procedures. After funding of a loan in accordance with the investment committee's approval, the loan is recorded in our loan administration software and our SQL-based database system. The loan and compliance administration group is also responsible for ensuring timely interest and principal payments and collateral management as well as advising the investment committee on the financial performance and trends of each portfolio company, including any covenant violations that occur, to aid us in assessing the appropriate course of action for each portfolio company and evaluating overall portfolio quality. In addition, the loan and compliance administration group advises the investment committee and the Valuation Committee of our Board of Directors, accordingly, regarding the credit and investment grading for each portfolio company as well as changes in the value of collateral that may occur.

The loan and compliance administration group monitors our portfolio companies in order to determine whether the companies are meeting our financing criteria and their respective business plans and also monitors the financial trends of each portfolio company from its monthly or quarterly financial statements to assess the appropriate course of action for each company and to evaluate overall portfolio quality. In addition, our management team closely monitors the status and performance of each individual company through our SQL-based database system and periodic contact with our portfolio companies' management teams and their respective financial sponsors.

*Credit and Investment Grading System.* Our loan and compliance administration group uses an investment grading system to characterize and monitor our outstanding loans. Our loan and compliance administration group monitors and, when appropriate, recommends changes to investment grading. Our investment committee reviews the recommendations and/or changes to the investment grading, which are submitted on a quarterly basis to the Valuation Committee and our Board of Directors for approval.

From time to time, we will identify investments that require closer monitoring or become workout assets. We develop a workout strategy for workout assets and our investment committee monitors the progress against the strategy. We may incur losses from our investing activities, however, we work with our troubled portfolio companies in order to recover as much of our investments as is practicable, including possibly taking control of the portfolio company. There can be no assurance that principal will be recovered.

We use the following investment grading system approved by our Board of Directors:

- Grade 1. Loans involve the least amount of risk in our portfolio. The borrower is performing above expectations, and the trends and risk profile is generally favorable.
- Grade 2. The borrower is performing as expected and the risk profile is neutral to favorable. All new loans are initially graded 2.
- Grade 3. The borrower may be performing below expectations, and the loan's risk has increased materially since origination. We increase procedures to monitor a borrower that may have limited amounts of cash remaining on the balance sheet, is approaching its next equity capital raise within the next three to six months, or if the estimated fair value of the enterprise may be lower than when the loan was originated. We will generally lower the loan grade to a level 3 even if the company is performing in accordance to plan as it approaches the need to raise additional cash to fund its operations. Once the borrower closes its new equity capital raise, we may increase the loan grade back to grade 2 or maintain it at a grade 3 as the company continues to pursue its business plan.
- Grade 4. The borrower is performing materially below expectations, and the loan risk has substantially increased since origination. Loans graded 4 may experience some partial loss or full return of

---

**Table of Contents**

**Index to Financial Statements**

principal but are expected to realize some loss of interest which is not anticipated to be repaid in full, which, to the extent not already reflected, may require the fair value of the loan to be reduced to the amount we anticipate will be recovered. Grade 4 investments are closely monitored.

Grade 5. The borrower is in workout, materially performing below expectations and a significant risk of principal loss is probable. Loans graded 5 will experience some partial principal loss or full loss of remaining principal outstanding is expected. Grade 5 loans will require the fair value of the loans be reduced to the amount, if any, we anticipate will be recovered.

At March 31, 2014, our investments had a weighted average investment grading of 2.05.

***Managerial Assistance***

As a business development company, we are required to offer, and provide upon request, managerial assistance to our portfolio companies. This assistance could involve, among other things, monitoring the operations of our portfolio companies, participating in board and management meetings, consulting with and advising officers of portfolio companies and providing other organizational and financial guidance. We may receive fees for these services.

**COMPETITION**

Our primary competitors provide financing to prospective portfolio companies and include non-bank financial institutions, federally or state chartered banks, venture debt funds, financial institutions, venture capital funds, private equity funds, investment funds and investment banks. Many of these entities have greater financial and managerial resources than we have, and the 1940 Act imposes certain regulatory restrictions on us as a business development company to which many of our competitors are not subject. However, we believe that few of our competitors possess the expertise to properly structure and price debt investments to venture capital-backed companies in technology-related markets. We believe that our specialization in financing technology-related companies will enable us to determine a range of potential values of intellectual property assets, evaluate the business prospects and operating characteristics of prospective portfolio companies and, as a result, identify investment opportunities that produce attractive risk-adjusted returns. For additional information concerning the competitive risks we face, see **Risk Factors Risks Related to our Business and Structure**. We operate in a highly competitive market for investment opportunities, and we may not be able to compete effectively.

**EMPLOYEES**

As of March 31, 2014, we had approximately 38 investment and portfolio management professionals, all of whom have extensive experience working on financing transactions for technology-related companies.

**LEGAL PROCEEDINGS**

We may, from time to time, be involved in litigation arising out of our operations in the normal course of business or otherwise. Furthermore, third parties may try to seek to impose liability on us in connection with the activities of our portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, we do not expect any current matters will materially affect our financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on our financial condition or results of operations in any future reporting period.

**Table of Contents****Index to Financial Statements****PORTFOLIO COMPANIES****(dollars in thousands)**

The following tables set forth certain information as of March 31, 2014 regarding each portfolio company in which we had a debt or equity investment. The general terms of our loans and other investments are described in Business Our Investments. We offer to make available significant managerial assistance to our portfolio companies. In addition, we may receive rights to observe the Board of Directors meetings of our portfolio companies.

| <b>Portfolio Company</b>                                       | <b>Sub-Industry</b> | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>                      | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------|---|----------------------|---|-------------------------|---------------------------|----------------------------|
| <b>Debt</b>  |                     |   |                      |   |                         |                           |                            |
| <b>Biotechnology Tools</b>                                     |                     |   |                      |   |                         |                           |                            |
| <b>1-5 Years Maturity</b>                                      |                     |   |                      |   |                         |                           |                            |
| Labcyte, Inc. <sup>(11)(14)(15)</sup>                          | Biotechnology       | Senior Secured                          | June 2016            | Interest rate PRIME + 6.70% or Floor rate of 9.95%  | \$ 3,890                | \$ 3,976                  | \$ 3,936                   |
| 1190 Borregas Avenue   | Tools               |   |                      |   |                         |                           |                            |
| Sunnyvale, CA 94089  |                     |   |                      |   |                         |                           |                            |
| <b>Subtotal: 1-5 Years Maturity</b>                            |                     |   |                      |   |                         | 3,976                     | 3,936                      |
| <b>Subtotal: Biotechnology Tools (0.60%)*</b>                  |                     |   |                      |   |                         | 3,976                     | 3,936                      |
| <b>Energy Technology</b>                                       |                     |   |                      |   |                         |                           |                            |
| <b>Under 1 Year Maturity</b>                                   |                     |   |                      |   |                         |                           |                            |
| American Superconductor Corporation <sup>(3)(11)(14)</sup>     | Energy              | Senior Secured                          | December 2014        | Interest rate PRIME + 7.25% or Floor rate of 11.00% | \$ 3,462                | 3,892                     | 3,892                      |
| 64 Jackson Rd  | Technology          |   |                      |   |                         |                           |                            |
| Devens, MA 01434   |                     |   |                      |   |                         |                           |                            |
| Enphase Energy, Inc. <sup>(11)(14)</sup>                       | Energy              | Senior Secured                          | June 2014            | Interest rate PRIME + 5.75% or Floor rate of 9.00%  | \$ 669                  | 717                       | 717                        |
| 1420 North McDowell Blvd.                                      | Technology          |   |                      |   |                         |                           |                            |
| Petaluma, CA 94954   |                     |   |                      |   |                         |                           |                            |
| Scifiniti (pka Integrated Photovoltaics, Inc.) <sup>(15)</sup> | Energy              | Senior Secured                          | February 2015        | Interest rate PRIME + 7.38% or Floor rate of 10.63% | \$ 1,166                | 1,154                     | 1,154                      |
| 51 Daggett Drive   | Technology          |   |                      |   |                         |                           |                            |
| San Jose, CA 95134   |                     |   |                      |   |                         |                           |                            |
| Stion Corporation <sup>(4)(6)(14)</sup>                        | Energy              | Senior Secured                          | February 2015        | Interest rate PRIME + 8.75% or Floor rate of 12.00% | \$ 4,182                | 4,169                     | 4,169                      |
| 6321 San Ignacio Avenue  | Technology          |   |                      |   |                         |                           |                            |
| San Jose, CA 95119   |                     |   |                      |   |                         |                           |                            |
| TAS Energy, Inc. <sup>(14)</sup>                               | Energy              | Senior Secured                          |                      |   | \$ 12,803               | 12,811                    | 12,811                     |



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |            |                |               |   |           |        |        |
|--|------------|----------------|---------------|---|-----------|--------|--------|
| 6110 Cullen Blvd.  | Technology |                | February 2015 | Interest rate PRIME + 7.75% or Floor rate of 11.00% |           |        |        |
| Houston, TX 77021  | Energy     | Senior Secured | February 2015 | Interest rate PRIME + 6.25% or Floor rate of 9.50%  | \$ 3,000  | 2,900  | 2,900  |
|  | Technology |                |               |   |           |        |        |
| Total TAS Energy, Inc.                                     |            |                |               |   | \$ 15,803 | 15,711 | 15,711 |
| <b>Subtotal: Under 1 Year Maturity</b>                     |            |                |               |   |           | 25,644 | 25,644 |
| <b>1-5 Years Maturity</b>                                  |            |                |               |   |           |        |        |
| Agrivida, Inc. <sup>(15)</sup>                             | Energy     | Senior Secured | December 2016 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 6,000  | 5,940  | 5,902  |
| 200 Boston Avenue  | Technology |                |               |   |           |        |        |
| Medford, MA 02155  |            |                |               |   |           |        |        |
| American Superconductor Corporation <sup>(3)(11)(14)</sup> | Energy     | Senior Secured | November 2016 | Interest rate PRIME + 7.25% or Floor rate of 11.00% | \$ 10,000 | 9,894  | 9,894  |
| 64 Jackson Rd  | Technology |                |               |   |           |        |        |
| Devens, MA 01434   |            |                |               |   |           |        |        |
| Amyris, Inc. <sup>(10)(14)</sup>                           | Energy     | Senior Secured | February 2017 | Interest rate PRIME + 6.25% or Floor rate of 9.50%  | \$ 25,000 | 24,703 | 24,703 |
| 5885 Hollis Street, Ste. 100                               | Technology |                |               |   |           |        |        |
| Emeryville, CA 94608                                       |            |                |               |   |           |        |        |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>                          | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b>   | <b>Interest Rate and Floor</b>   | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|--|---|------------------------|--|-------------------------|---------------------------|----------------------------|
| BioAmber, Inc. <sup>(5)(10)(14)</sup><br>3850 Annapolis Lane North,<br>Suite 180<br>Plymouth, MN 55447               | Energy<br>Technology                         | Senior Secured                          | June 2016              | Interest rate PRIME + 6.75%<br>or Floor rate of 10.00%   | \$ 25,000               | \$ 25,704                 | \$ 26,201                  |
| Enphase Energy, Inc. <sup>(11)</sup><br>1420 North McDowell Blvd.<br>Petaluma, CA 94954                              | Energy<br>Technology                         | Senior Secured                          | August 2016            | Interest rate PRIME + 8.25%<br>or Floor rate of 11.50%   | \$ 7,181                | 7,229                     | 7,373                      |
| Fluidic, Inc. <sup>(14)</sup><br>8455 North 90th Street,<br>Suite 4<br>Scottsdale, AZ 85258                          | Energy<br>Technology                         | Senior Secured                          | March 2016             | Interest rate PRIME + 8.00%<br>or Floor rate of 11.25%   | \$ 5,000                | 4,961                     | 5,009                      |
| Fulcrum Bioenergy, Inc. <sup>(11)</sup><br>4900 Hopyard Road, Suite 220<br>Pleasanton, CA 94588                      | Energy<br>Technology                         | Senior Secured                          | November 2016          | Interest rate PRIME + 7.75%<br>or Floor rate of 11.00%   | \$ 9,733                | 9,713                     | 9,545                      |
| Glori Energy, Inc. <sup>(11)(14)</sup><br>4315 South Drive<br>Houston, TX 77053                                      | Energy<br>Technology                         | Senior Secured                          | June 2015              | Interest rate PRIME + 6.75%<br>or Floor rate of 10.00%   | \$ 4,444                | 4,616                     | 4,601                      |
| Polyera Corporation <sup>(14)(15)</sup><br>8045 Lamon Avenue, #140<br>Skokie, IL 60077                               | Energy<br>Technology                         | Senior Secured                          | June 2016              | Interest rate PRIME + 6.75%<br>or Floor rate of 10.00%   | \$ 5,289                | 5,346                     | 5,273                      |
| TPI Composites, Inc. <sup>(14)</sup><br>8501 N Scottsdale Rd, Gainey<br>Center II, Suite 280<br>Scottsdale, AZ 85253 | Energy<br>Technology<br>Energy<br>Technology | Senior Secured<br>Senior Secured        | June 2016<br>June 2016 | Interest rate PRIME + 8.00%<br>or Floor rate of 11.25%<br>Interest rate PRIME + 8.00%<br>or Floor rate of 11.25% | \$ 5,000                | 4,905                     | 4,905                      |
| ULTURA Inc. <sup>(13)(14)</sup><br>100 West Broadway, Suite 200<br>Long Beach, CA 90802                              | Energy<br>Technology                         | Senior Secured                          | April 2017             | Interest rate PRIME + 6.75%<br>or Floor rate of 10.00%   | \$ 18,210               | 18,032                    | 17,556                     |
| <b>Subtotal: 1-5 Years Maturity</b>  |  |   |                        |  |                         | 136,051                   | 136,111                    |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|   |                              |                         |               |  |           |         |         |
|---|------------------------------|-------------------------|---------------|--|-----------|---------|---------|
| <b>Subtotal: Energy Technology (24.76%)*</b>              |                              |                         |               |  |           | 161,695 | 161,755 |
| <b>Communications &amp; Networking</b>                    |                              |                         |               |  |           |         |         |
| <b>1-5 Years Maturity</b>                                 |                              |                         |               |  |           |         |         |
| OpenPeak, Inc. <sup>(11)(14)</sup>                        | Communications & Networking  | Senior Secured          | April 2017    | Interest rate PRIME + 8.75%<br>or Floor rate of 12.00% | \$ 10,500 | 10,367  | 10,367  |
| 1750 Clint Moore Road                                     |                              |                         |               |  |           |         |         |
| Boca Raton, FL 33487                                      |                              |                         |               |  |           |         |         |
| Spring Mobile Solutions, Inc. <sup>(14)</sup>             | Communications & Networking  | Senior Secured          | November 2016 | Interest rate PRIME + 8.00%<br>or Floor rate of 11.25% | \$ 20,000 | 19,837  | 20,237  |
| 11710 Plaza America Drive,                                |                              |                         |               |  |           |         |         |
| Suite 420   |                              |                         |               |  |           |         |         |
| Reston, VA 20190  |                              |                         |               |  |           |         |         |
| <b>Subtotal: 1-5 Years Maturity</b>                       |                              |                         |               |  |           | 30,204  | 30,604  |
| <b>Subtotal: Communications &amp; Networking (4.68%)*</b> |                              |                         |               |  |           | 30,204  | 30,604  |
| <b>Consumer &amp; Business Products</b>                   |                              |                         |               |  |           |         |         |
| <b>1-5 Years Maturity</b>                                 |                              |                         |               |  |           |         |         |
| Fluc, Inc. <sup>(9)</sup>                                 | Consumer & Business Products | Convertible Senior Debt | March 2017    | Interest rate FIXED + 4.00%                            | \$ 100    | 100     | 100     |
| 1259 El Camino Real                                       |                              |                         |               |  |           |         |         |
| Menlo Park, CA 94025                                      |                              |                         |               |  |           |         |         |
| <b>Subtotal: 1-5 Years Maturity</b>                       |                              |                         |               |  |           | 100     | 100     |
| <b>Subtotal: Drug Delivery (0.02%)*</b>                   |                              |                         |               |  |           | 100     | 100     |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>  | <b>Sub-Industry</b> | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>                      | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|---|---------------------|---|----------------------|---|-------------------------|---------------------------|----------------------------|
| <b>Drug Delivery Under 1 Year Maturity</b>  |                     |   |                      |   |                         |                           |                            |
| Revanche Therapeutics, Inc. <sup>(3)(14)</sup>                                      | Drug Delivery       | Senior Secured                          | March 2015           | Interest rate PRIME + 6.60% or Floor rate of 9.85%  | \$ 794                  | \$ 827                    | \$ 827                     |
| 7555 Gateway Blvd<br>Newark, CA 94560   | Drug Delivery       | Senior Secured                          | March 2015           | Interest rate PRIME + 6.60% or Floor rate of 9.85%  | \$ 7,942                | 8,222                     | 8,222                      |
| Total Revance Therapeutics, Inc.  |                     |   |                      |   | \$ 8,736                | 9,049                     | 9,049                      |
| <b>Subtotal: Under 1 Year Maturity</b>  |                     |   |                      |   |                         | 9,049                     | 9,049                      |
| <b>1-5 Years Maturity</b>   |                     |   |                      |   |                         |                           |                            |
| AcelRx Pharmaceuticals, Inc. <sup>(3)(10)(14)(15)</sup>                             | Drug Delivery       | Senior Secured                          | October 2017         | Interest rate PRIME + 3.85% or Floor rate of 9.10%  | \$ 15,000               | 14,613                    | 14,613                     |
| 575 Chesapeake Drive<br>Redwood City, CA 94063                                      |                     |   |                      |   |                         |                           |                            |
| BIND Therapeutics, Inc. <sup>(3)(14)(15)</sup>                                      | Drug Delivery       | Senior Secured                          | September 2016       | Interest rate PRIME + 7.00% or Floor rate of 10.25% | \$ 4,500                | 4,424                     | 4,560                      |
| 325 Vassar St<br>Cambridge, MA 02139  |                     |   |                      |   |                         |                           |                            |
| Celsion Corporation <sup>(3)(14)</sup>  | Drug Delivery       | Senior Secured                          | June 2017            | Interest rate PRIME + 8.00% or Floor rate of 11.25% | \$ 5,000                | 4,923                     | 4,923                      |
| 997 Lenox Drive, Suite 100<br>Lawrenceville, NJ 08648                               |                     |   |                      |   |                         |                           |                            |
| Dance Biopharm, Inc. <sup>(14)(15)</sup>  | Drug Delivery       | Senior Secured                          | August 2017          | Interest rate PRIME + 7.40% or Floor rate of 10.65% | \$ 1,000                | 981                       | 981                        |
| 150 North Hill Drive, Suite 24<br>Brisbane, CA 94005kaleo, Inc. <sup>(11)(14)</sup> | Drug Delivery       | Senior Secured                          | June 2016            | Interest rate PRIME + 5.75% or Floor rate of 11.00% | \$ 13,678               | 13,958                    | 13,958                     |
| 111 Virginia St, Ste 300<br>Richmond, VA 23219                                      |                     |   |                      |   |                         |                           |                            |
| Neos Therapeutics, Inc. <sup>(14)(15)</sup>   | Drug Delivery       | Senior Secured                          | October 2017         | Interest rate FIXED + 9.00%                         | \$ 10,000               | 9,828                     | 9,828                      |
| 2940 N. Highway 360 Suite 100<br>Grand Prarie, TX 75050                             |                     |   |                      |   |                         |                           |                            |
| <b>Subtotal: 1-5 Years Maturity</b>   |                     |   |                      |   |                         | 48,728                    | 48,863                     |
| <b>Subtotal: Drug Delivery (8.86%)*</b>   |                     |   |                      |   |                         | 57,777                    | 57,912                     |
| <b>Drug Discovery &amp; Development Under 1 Year Maturity</b>                       |                     |   |                      |   |                         |                           |                            |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|   |                                    |                |                 |   |           |        |        |
|---|------------------------------------|----------------|-----------------|---|-----------|--------|--------|
| Dicerna Pharmaceuticals, Inc. <sup>(3)(15)</sup><br>480 Arsenal Street, Building 1,<br>Suite 120<br><br>Watertown, MA 02472 | Drug<br>Discovery &<br>Development | Senior Secured | January<br>2015 | Interest rate PRIME + 4.40%<br>or Floor rate of 10.15%                          | \$ 3,922  | 3,901  | 3,901  |
| <b>Subtotal: Under 1 Year Maturity</b>  |                                    |                |                 |   |           | 3,901  | 3,901  |
| <b>1-5 Years Maturity</b>   |                                    |                |                 |   |           |        |        |
| ADMA Biologics, Inc. <sup>(3)(13)(14)</sup><br>465 Route 17 South<br><br>Ramsey, NJ 07446                                   | Drug<br>Discovery &<br>Development | Senior Secured | June 2017       | Interest rate PRIME + 3.00%<br>or Floor rate of 8.75%, PIK<br>Interest of 1.95% | \$ 10,003 | 9,824  | 9,824  |
| Anacor Pharmaceuticals, Inc. <sup>(15)</sup><br>1020 East Meadow Circle<br><br>Palo Alto, CA 94303                          | Drug<br>Discovery &<br>Development | Senior Secured | July 2017       | Interst rate PRIME + 6.40% or<br>Floor rate of 11.65%                           | \$ 30,000 | 29,171 | 30,071 |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>  | <b>Sub-Industry</b>                | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>                            | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|---|------------------------------------|---|----------------------|---|-------------------------|---------------------------|----------------------------|
| Aveo Pharmaceuticals, Inc. <sup>(3)(10)(11)(14)(15)</sup><br>650 E Kendall Street<br><br>Cambridge, MA 02142                                | Drug<br>Discovery &<br>Development | Senior Secured                          | September<br>2015    | Interest rate PRIME +<br>7.15% or Floor rate of<br>11.90% | \$ 16,872               | \$ 16,872                 | \$ 17,040                  |
| Cell Therapeutics, Inc. <sup>(11)(14)</sup><br>3101 Western Avenue<br><br>Seattle, WA 98121   | Drug<br>Discovery &<br>Development | Senior Secured                          | October<br>2016      | Interest rate PRIME +<br>9.00% or Floor rate<br>12.25%    | \$ 15,000               | 14,946                    | 14,946                     |
| Cempra, Inc. <sup>(3)(11)(14)</sup><br>Building Two Quadrangle,<br><br>6320 Quadrangle Drive,<br><br>Suite 360<br><br>Chapel Hill, NC 27517 | Drug<br>Discovery &<br>Development | Senior Secured                          | June 2017            | Interest rate PRIME +<br>6.30% or Floor rate of<br>9.55%  | \$ 15,000               | 14,975                    | 14,975                     |
| Cleveland BioLabs, Inc. <sup>(3)(14)(15)</sup><br>73 High Street<br><br>Buffalo, NY 14203   | Drug<br>Discovery &<br>Development | Senior Secured                          | January<br>2017      | Interest rate PRIME +<br>6.20% or Floor rate of<br>10.45% | \$ 6,000                | 5,953                     | 6,055                      |
| Concert Pharmaceuticals, Inc. <sup>(3)(4)</sup><br>99 Hayden Avenue,<br><br>Suite 100<br><br>Lexington, MA 02421-7966                       | Drug<br>Discovery &<br>Development | Senior Secured                          | October<br>2015      | Interest rate PRIME +<br>3.25% or Floor rate of<br>8.50%  | \$ 13,172               | 13,052                    | 12,933                     |
| Insmmed, Incorporated <sup>(11)(14)</sup><br>9 Deer Park Drive, Suite C<br><br>Monmouth Junction, NJ 08852                                  | Drug<br>Discovery &<br>Development | Senior Secured                          | January<br>2016      | Interest rate PRIME +<br>4.75% or Floor rate of<br>9.25%  | \$ 20,000               | 19,815                    | 19,904                     |
| Merrimack Pharmaceuticals, Inc. <sup>(3)(14)</sup><br>One Kendall Square,<br>Suite B7201<br><br>Cambridge, MA 02139                         | Drug<br>Discovery &<br>Development | Senior Secured                          | November<br>2016     | Interest rate PRIME +<br>5.30% or Floor rate of<br>10.55% | \$ 40,000               | 40,446                    | 40,204                     |
| Neuralstem, Inc. <sup>(14)(15)</sup><br>9700 Great Seneca Pkwy<br><br>Rockville, MD 20850   | Drug<br>Discovery &<br>Development | Senior Secured                          | June 2016            | Interest rate PRIME +<br>7.75% or Floor rate of<br>11.00% | \$ 7,295                | 7,239                     | 7,385                      |
| uniQure B.V. <sup>(3)(5)(10)(11)(14)</sup><br>PO Box 22506  | Drug<br>Discovery &<br>Development | Senior Secured                          | October<br>2016      | Interest rate PRIME +<br>8.60% or Floor rate of<br>11.85% | \$ 10,000               | 9,731                     | 9,806                      |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

Amsterdam, Netherlands 1100 DA

**Subtotal: 1-5 Years Maturity** 182,025 183,143

**Subtotal: Drug Discovery & Development (28.63%)\*** 185,926 187,044

**Electronics & Computer Hardware  
1-5 Years Maturity**

Plures Technologies, Inc.<sup>(8)(13)</sup> Electronics & Senior Secured October Interest rate LIBOR +  
52987 Parkside Drive, Computer 2016 8.75% or Floor rate of  
Hardware 12.00%, PIK Interest of  
4.00%

Suite 400, Box 24

Canandaigua, NY 14424 \$ 571 483 307

**Subtotal: 1-5 Years Maturity** 483 307

**Subtotal: Electronics & Computer Hardware (0.05%)** 483 307

**Healthcare Services, Other  
1-5 Years Maturity**

InstaMed Communications, LLC<sup>(14)(15)</sup> Healthcare Senior Secured December Interest rate PRIME +  
1528 Walnut Street, Suite 1902 Services, Other 2016 7.25% or Floor rate of  
10.50%

Philadelphia, PA 19102

MDEverywhere, Inc. Healthcare Senior Secured June 2016 Interest rate LIBOR +  
230 Third Avenue Services, Other 10.75%

Waltham, MA 02451 \$ 1,875 1,754 1,792

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>                   | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>   | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------------------------|---|----------------------|--|-------------------------|---------------------------|----------------------------|
| Orion Healthcorp, Inc. <sup>(13)</sup><br>1805 Old Alabama Road<br>Roswell, GA 30076                 | Healthcare Services, Other            | Senior Secured                          | June 2016            | Interest rate LIBOR + 8.25% or Floor rate of 9.50%                       | \$ 500                  | \$ 469                    | \$ 469                     |
|  | Healthcare Services, Other            | Senior Secured                          | June 2017            | Interest rate LIBOR + 9.50% or Floor rate of 11.00%                      | \$ 8,775                | 8,627                     | 8,684                      |
|  | Healthcare Services, Other            | Senior Secured                          | June 2017            | Interest rate LIBOR + 10.50% or Floor rate of 12.00%, PIK Interest 3.00% | \$ 6,641                | 6,524                     | 6,580                      |
| Total Orion Healthcorp, Inc.   |                                       |   |                      |  | \$ 15,916               | 15,620                    | 15,733                     |
| <b>Subtotal: 1-5 Years Maturity</b>  |                                       |   |                      |  |                         | 20,382                    | 20,593                     |
| <b>Subtotal: Healthcare Services, Other (3.15%)*</b>   |                                       |   |                      |  |                         | 20,382                    | 20,593                     |
| <b>Information Services</b>  |                                       |   |                      |  |                         |                           |                            |
| <b>1-5 Years Maturity</b>  |                                       |   |                      |  |                         |                           |                            |
| Eccentex Corporation <sup>(11)(14)</sup><br>6101 W.Centinela Ave, Suite 110<br>Culver City, CA 90230 | Information Services                  | Senior Secured                          | May 2015             | Interest rate PRIME + 7.00% or Floor rate of 10.25%                      | \$ 548                  | 553                       | 244                        |
| InXpo, Inc. <sup>(14)(15)</sup><br>770 N Halsted Street, Suite 6s<br>Chicago, IL 60642               | Information Services                  | Senior Secured                          | April 2016           | Interest rate PRIME + 7.50% or Floor rate of 10.75%                      | \$ 2,307                | 2,264                     | 2,207                      |
| Womensforum.com <sup>(11)(13)</sup><br>444 N. Michigan Ave<br>Chicago, IL 60611                      | Information Services                  | Senior Secured                          | October 2016         | Interest rate LIBOR + 7.50% or Floor rate of 10.25%, PIK Interest 2.00%  | \$ 4,630                | 4,565                     | 4,565                      |
|  | Information Services                  | Senior Secured                          | April 2015           | Interest rate LIBOR + 6.50% or Floor rate of 9.00%                       | \$ 1,250                | 1,231                     | 1,231                      |
|  | Information Services                  | Senior Secured                          | October 2016         | Interest rate LIBOR + 6.50% or Floor rate of 9.25%                       | \$ 6,600                | 6,506                     | 6,506                      |
| Total Womensforum.com  |                                       |   |                      |  | \$ 12,480               | 12,302                    | 12,302                     |
| <b>Subtotal: 1-5 Years Maturity</b>  |                                       |   |                      |  |                         | 15,119                    | 14,753                     |
| <b>Subtotal: Information Services (2.26%)*</b>   |                                       |   |                      |  |                         | 15,119                    | 14,753                     |
| <b>Internet Consumer &amp; Business Services</b>   |                                       |   |                      |  |                         |                           |                            |
| <b>Under 1 Year Maturity</b>   |                                       |   |                      |  |                         |                           |                            |
| Gazelle, Inc. <sup>(15)</sup><br>25 Thomson Place, 3rd floor<br>Boston, MA 02210                     | Internet Consumer & Business Services | Senior Secured                          | October 2014         | Interest rate PRIME + 6.50% or Floor rate of 9.75%                       | \$ 1,021                | 1,006                     | 1,006                      |



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |  |                |             |  |        |     |     |
|--|--|----------------|-------------|--|--------|-----|-----|
| Tectura Corporation <sup>(8)(13)</sup><br>4309 Hacienda Drive, Suite 550 | Internet<br>Consumer &<br>Business<br>Services | Senior Secured | May<br>2014 | Interest rate LIBOR +<br>10.00% or Floor rate of<br>13.00% | \$ 563 | 563 | 180 |
| Pleasanton, CA 94588   | Internet<br>Consumer &<br>Business<br>Services | Senior Secured | May<br>2014 | Interest rate LIBOR +<br>10.00% or Floor rate of<br>13.00% | \$ 277 | 277 | 89  |

**Table of Contents****Index to Financial Statements**

| Portfolio Company   | Sub-Industry                          | Type of Investment <sup>(1)</sup> | Maturity Date  | Interest Rate and Floor   | Principal Amount | Cost <sup>(2)</sup> | Value <sup>(3)</sup> |
|---|---------------------------------------|-----------------------------------|----------------|---|------------------|---------------------|----------------------|
|   | Internet Consumer & Business Services | Senior Secured                    | May 2014       | Interest rate LIBOR + 10.00% or Floor rate of 13.00%                    | \$ 6,468         | \$ 6,467            | \$ 2,067             |
|   | Internet Consumer & Business Services | Senior Secured                    | May 2014       | Interest rate LIBOR + 8.00% or Floor rate of 11.00%, PIK Interest 1.00% | \$ 10,777        | 10,777              | 3,445                |
|   | Internet Consumer & Business Services | Senior Secured                    | May 2014       | Interest rate LIBOR + 10.00% or Floor rate of 13.00%                    | \$ 5,000         | 5,000               | 1,599                |
| Total Tectura Corporation   |                                       |                                   |                |   | \$ 23,085        | 23,084              | 7,380                |
| <b>Subtotal: Under 1 Year Maturity</b>  |                                       |                                   |                |   |                  | 24,090              | 8,386                |
| <b>1-5 Years Maturity</b>   |                                       |                                   |                |   |                  |                     |                      |
| Blurb, Inc. <sup>(15)</sup><br>580 California St, Suite 300<br>San Francisco, CA 94104            | Internet Consumer & Business Services | Senior Secured                    | December 2015  | Interest rate PRIME + 5.25% or Floor rate of 8.50%                      | \$ 5,616         | 5,511               | 5,456                |
| CashStar, Inc. <sup>(13)(15)</sup><br>129 Middle Street, 2nd Floor<br>Portland, ME 04101          | Internet Consumer & Business Services | Senior Secured                    | June 2016      | Interest rate PRIME + 6.25% or Floor rate 10.50%, PIK Interest 1.00%    | \$ 8,028         | 7,846               | 7,993                |
| Education Dynamics <sup>(13)(15)</sup><br>5 Marine View Plaza, Suite 212<br>Hoboken, NJ 07030     | Internet Consumer & Business Services | Senior Secured                    | March 2016     | Interest rate LIBOR + 12.5% or Floor rate 12.50%, PIK Interest 1.50%    | \$ 23,779        | 23,386              | 23,909               |
| Gazelle, Inc. <sup>(13)(15)</sup><br>25 Thomson Place, 3rd floor<br>Boston, MA 02210              | Internet Consumer & Business Services | Senior Secured                    | April 2016     | Interest rate PRIME + 7.00% or Floor rate of 10.25%, PIK Interest 2.50% | \$ 12,443        | 12,375              | 12,375               |
| Just Fabulous, Inc. <sup>(14)</sup><br>2301 Rosecrans Avenue, Fifth Floor<br>El Segundo, CA 90245 | Internet Consumer & Business Services | Senior Secured                    | February 2017  | Interest rate PRIME + 8.25% or Floor rate of 11.50%                     | \$ 5,000         | 4,879               | 5,029                |
| NetPlenish <sup>(8)(9)(15)</sup><br>505 Poli Street, Suite 308<br>Ventura, CA 93001               | Internet Consumer & Business Services | Senior Secured                    | April 2015     | Interest rate FIXED + 10.00%  | \$ 96            | 96                  |                      |
|   | Internet Consumer & Business Services | Senior Secured                    | September 2015 | Interest rate FIXED + 10.00%  | \$ 382           | 374                 | 0                    |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|                                     |            |                |           |                        |    |       |       |       |
|-------------------------------------|------------|----------------|-----------|------------------------|----|-------|-------|-------|
| Total NetPlenish                    |            |                |           |                        | \$ | 478   | 470   | 0     |
| Reply! Inc. <sup>(11)(13)(14)</sup> | Internet   | Senior Secured | September | Interest rate PRIME +  |    |       |       |       |
| 12667 Alcosta Blvd., Suite 200      | Consumer & |                | 2015      | 7.25% or Floor rate of |    |       |       |       |
|                                     | Business   |                |           | 11.00%, PIK Interest   |    |       |       |       |
|                                     | Services   |                |           | 2.00%                  |    |       |       |       |
| San Ramon, CA 94583                 |            |                |           |                        | \$ | 1,944 | 1,987 | 1,989 |

**Table of Contents****Index to Financial Statements**

| Portfolio Company   | Sub-Industry                          | Type of Investment <sup>(1)</sup> | Maturity Date  | Interest Rate and Floor  | Principal Amount | Cost <sup>(2)</sup> | Value <sup>(3)</sup> |
|---|---------------------------------------|-----------------------------------|----------------|--|------------------|---------------------|----------------------|
|   | Internet Consumer & Business Services | Senior Secured                    | September 2015 | Interest rate PRIME + 6.88% or Floor rate of 10.13%, PIK Interest 2.00%  | \$ 8,821         | \$ 8,840            | \$ 8,884             |
|   | Internet Consumer & Business Services | Senior Secured                    | February 2016  | Interest rate PRIME + 7.25% or Floor rate of 10.50%, PIK Interest 2.00%  | \$ 3,046         | 2,828               | 2,887                |
| Total Reply! Inc.   |                                       |                                   |                |  | \$ 13,811        | 13,655              | 13,760               |
| Vaultlogix <sup>(13)(14)(15)</sup><br>75 Sylvan St<br>Danvers, MA 01923                           | Internet Consumer & Business Services | Senior Secured                    | September 2016 | Interest rate LIBOR + 8.50% or Floor rate of 10.00%, PIK interest 2.50%  | \$ 7,999         | 7,961               | 7,961                |
|   | Internet Consumer & Business Services | Senior Secured                    | September 2015 | Interest rate LIBOR + 7.00% or Floor rate of 8.50%                       | \$ 7,318         | 7,386               | 7,386                |
| Total Vaultlogix  |                                       |                                   |                |  | \$ 15,317        | 15,347              | 15,347               |
| WaveMarket, Inc. <sup>(11)(14)</sup><br>5858 Landregan Street<br>Emeryville, CA 94608             | Internet Consumer & Business Services | Senior Secured                    | March 2017     | Interest rate PRIME + 6.50% or Floor rate of 9.75%                       | \$ 402           | 402                 | 402                  |
|   | Internet Consumer & Business Services | Senior Secured                    | September 2016 | Interest rate PRIME + 5.75% or Floor rate of 9.50%                       | \$ 10,000        | 9,961               | 9,747                |
| Total WaveMarket, Inc.  |                                       |                                   |                |  | \$ 10,402        | 10,363              | 10,149               |
| <b>Subtotal: 1-5 Years Maturity</b>   |                                       |                                   |                |  |                  | 93,832              | 94,018               |
| <b>Subtotal: Internet Consumer &amp; Business Services (15.67%)*</b>                              |                                       |                                   |                |  |                  | 117,922             | 102,404              |
| <b>Media/Content/Info Under 1 Year Maturity</b>   |                                       |                                   |                |  |                  |                     |                      |
| Zoom Media and Marketing <sup>(13)</sup><br>112 Madison Avenue<br>8th floor<br>New York, NY 10016 | Media/Content/Info                    | Senior Secured                    | December 2014  | Interest rate PRIME + 5.25% or Floor rate of 8.50%                       | \$ 4,000         | 3,896               | 3,807                |
| <b>Subtotal: Under 1 Year Maturity</b>  |                                       |                                   |                |  |                  | 3,896               | 3,807                |
| <b>1-5 Years Maturity</b>   |                                       |                                   |                |  |                  |                     |                      |
| Rhapsody International Inc. <sup>(15)</sup><br>1420 Fifth Avenue Suite<br>1500 Seattle, WA 98101  | Media/Content/Info                    | Senior Secured                    | April 2018     | Interest rate PRIME + 5.25% or Floor rate of 9.00%, PIK interest of 1.5% | \$ 20,000        | 19,383              | 19,383               |
| Zoom Media and Marketing <sup>(13)</sup>  | Media/Content/Info                    | Senior Secured                    |                |  | \$ 3,866         | 3,736               | 3,729                |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

112 Madison Avenue

8th floor

New York, NY 10016

December Interest rate PRIME +  
2015 7.25% or Floor rate of  
10.50%. PIK Interest  
3.75%

|  |        |        |
|--|--------|--------|
| <b>Subtotal: 1-5 Years Maturity</b>          | 23,119 | 23,112 |
| <b>Subtotal: Media/Content/Info (4.12%)*</b> | 27,015 | 26,919 |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>         | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>   | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|-----------------------------|---|----------------------|--|-------------------------|---------------------------|----------------------------|
| <b>Medical Devices &amp; Equipment Under 1 Year Maturity</b>                                   |                             |   |                      |  |                         |                           |                            |
| Oraya Therapeutics, Inc. <sup>(9)(11)(14)</sup><br>8000 Jarvis Ave<br>Newark, CA 94560         | Medical Devices & Equipment | Senior Secured                          | December 2014        | Interest rate FIXED + 7.00%  | \$ 500                  | \$ 500                    | \$ 164                     |
| <b>Subtotal: Under 1 Year Maturity</b>   |                             |   |                      |  |                         | 500                       | 164                        |
| <b>1-5 Years Maturity</b>  |                             |   |                      |  |                         |                           |                            |
| Baxano Surgical, Inc. <sup>(3)(14)</sup><br>655 River Oaks Pkwy<br>San Jose, CA 95134          | Medical Devices & Equipment | Senior Secured                          | March 2017           | Interest rate PRIME + 7.75% or Floor rate of 12.5%                         | \$ 7,500                | 7,284                     | 7,225                      |
| Home Dialysis Plus <sup>(14)</sup><br>257 Humboldt Ct.<br>Sunnyvale, CA 94089                  | Medical Devices & Equipment | Senior Secured                          | April 2017           | Interest rate PRIME + 6.35% or Floor rate of 9.60%                         | \$ 10,000               | 9,804                     | 9,640                      |
| InspireMD, Inc. <sup>(3)(5)(10)(14)</sup><br>4 Menorat Hamaor Street<br>Tel Aviv, Israel 67448 | Medical Devices & Equipment | Senior Secured                          | February 2017        | Interest rate PRIME + 5.00% or Floor rate of 10.50%                        | \$ 10,000               | 9,791                     | 9,791                      |
| Medrobotics Corporation <sup>(14)(15)</sup><br>475 Paramount Drive<br>Raynham, MA 02767        | Medical Devices & Equipment | Senior Secured                          | March 2016           | Interest rate PRIME + 7.85% or Floor rate of 11.10%                        | \$ 4,109                | 4,082                     | 4,049                      |
| NetBio, Inc.<br>830 Winter Street<br>Waltham, MA 02451   | Medical Devices & Equipment | Senior Secured                          | August 2017          | Interest rate PRIME + 5.00% or Floor rate of 11.00%                        | \$ 5,000                | 4,790                     | 4,743                      |
| NinePoint Medical, Inc. <sup>(14)(15)</sup><br>1 Kendall Square, B7501<br>Cambridge, MA 02139  | Medical Devices & Equipment | Senior Secured                          | January 2016         | Interest rate PRIME + 5.85% or Floor rate of 9.10%                         | \$ 5,291                | 5,301                     | 5,236                      |
| Oraya Therapeutics, Inc. <sup>(9)(11)(14)</sup><br>8000 Jarvis Ave<br>Newark, CA 94560         | Medical Devices & Equipment | Senior Secured                          | September 2015       | Interest rate PRIME + 5.50% or Floor rate of 10.25%, PIK Interest of 1.00% | \$ 6,132                | 6,069                     | 4,380                      |
| SonaCare Medical, LLC (pka US HIFUM LLC) <sup>(11)(14)</sup>                                   | Medical Devices & Equipment | Senior Secured                          | April 2016           | Interest rate PRIME + 7.75% or Floor rate of 11.00%                        | \$ 5,167                | 5,307                     | 5,390                      |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

801 E. Morehead St.,

Suite 201

Charlotte, NC 28202

United Orthopedic Group, Inc.<sup>(14)</sup>

Medical Devices  
& Equipment

Senior Secured

July 2016

Interest rate PRIME +  
8.60% or Floor rate of  
11.85%

5796 Armada Dr

Carlsbad, CA 92008

\$ 25,000 24,898 24,898

ViewRay, Inc.<sup>(13)(15)</sup>

Medical Devices  
& Equipment

Senior Secured

June 2017

Interest rate PRIME +  
7.00% or Floor rate of  
10.25%, PIK Interest  
1.50%

2 Thermo Fisher Way

Oakwood Village, OH 44146

\$ 15,047 14,585 14,585

**Subtotal: 1-5 Years Maturity**

91,911 89,937

**Subtotal: Medical Devices & Equipment (13.79%)\***

92,411 90,101

**Semiconductors**

**Under 1 Year Maturity**

Achronix Semiconductor

Semiconductors

Senior Secured

January  
2015

Interest rate PRIME +  
10.60% or Floor rate of  
13.85%

\$ 809 804 804

2953 Bunker Hill Lane,

Suite 101

Santa Clara, CA 95054

**Subtotal: Under 1 Year Maturity**

804 804

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b> | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>                      | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------|---|----------------------|---|-------------------------|---------------------------|----------------------------|
| <b>1-5 Years Maturity</b>  |                     |   |                      |   |                         |                           |                            |
| Avnera Corporation <sup>(14)</sup><br>12730 High Bluff Drive<br>Suite 160<br>San Diego, CA 92130 | Semiconductors      | Senior Secured                          | April 2017           | Interest rate PRIME + 5.75% or Floor rate of 9.00%  | \$ 5,000                | \$ 4,924                  | \$ 4,924                   |
| SiTime Corporation <sup>(14)(15)</sup><br>990 Almanor Avenue<br>Sunnyvale, CA 94085              | Semiconductors      | Senior Secured                          | September 2016       | Interest rate PRIME + 6.50% or Floor rate of 9.75%  | \$ 3,500                | 3,504                     | 3,526                      |
| <b>Subtotal: 1-5 Years Maturity</b>  |                     |   |                      |   |                         | 8,428                     | 8,450                      |
| <b>Subtotal: Semiconductors (1.42%)</b>  |                     |   |                      |   |                         | 9,232                     | 9,254                      |
| <b>Software Under 1 Year Maturity</b>  |                     |   |                      |   |                         |                           |                            |
| Clickfox, Inc. <sup>(15)</sup><br>3445 Peachtree Road,<br>Suite 450<br>Atlanta, GA 30326         | Software            | Senior Secured                          | September 2014       | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 2,000                | 1,987                     | 1,973                      |
| StartApp, Inc. <sup>(14)</sup><br>10a Giborei Israel Street<br>Netanya, Israel 42505             | Software            | Senior Secured                          | December 2014        | Interest rate PRIME + 2.75% or Floor rate of 6.00%  | \$ 200                  | 193                       | 193                        |
| Touchcommerce, Inc. <sup>(15)</sup><br>30504 Agoura Road<br>Agoura Hills, CA 91301               | Software            | Senior Secured                          | December 2014        | Interest rate PRIME + 2.25% or Floor rate of 6.50%  | \$ 3,511                | 3,481                     | 3,356                      |
| <b>Subtotal: Under 1 Year Maturity</b>   |                     |   |                      |   |                         | 5,661                     | 5,522                      |
| <b>1-5 Years Maturity</b>  |                     |   |                      |   |                         |                           |                            |
| Clickfox, Inc. <sup>(15)</sup><br>3445 Peachtree Road,<br>Suite 450<br>Atlanta, GA 30326         | Software            | Senior Secured                          | November 2015        | Interest rate PRIME + 8.25% or Floor rate of 11.50% | \$ 5,152                | 4,911                     | 4,911                      |
| Hillcrest Laboratories, Inc. <sup>(15)</sup>   | Software            | Senior Secured                          | July 2015            |   | \$ 2,270                | 2,249                     | 2,252                      |



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |          |                |                  |   |   |        |        |  |
|--|----------|----------------|------------------|---|---|--------|--------|--|
| 15245 Shady Grove Road,<br>Suite 400<br>Rockville, MD 20850  |          |                |                  |   | Interest rate PRIME +<br>7.50% or Floor rate of<br>10.75% |        |        |  |
| Knowledge Adventure, Inc. <sup>(14)(15)</sup><br>2377 Crenshaw Blvd<br>Suite 302<br>Torrance, CA 90501     | Software | Senior Secured | March<br>2018    | Interest rate PRIME +<br>8.25% or Floor rate of<br>11.50% | \$ 11,750   | 11,598 | 11,598 |  |
| Mobile Posse, Inc. <sup>(14)(15)</sup><br>1320 Old Chain Bridge Rd,<br>Suite 240<br>McLean, VA 22101       | Software | Senior Secured | December<br>2016 | Interest rate PRIME +<br>7.50% or Floor rate of<br>10.75% | \$ 3,896  | 3,804  | 3,883  |  |
| Neos Geosolutions, Inc. <sup>(14)(15)</sup><br>6210 Stoneridge Mall ,<br>Suite 450<br>Pleasanton, CA 94588 | Software | Senior Secured | May 2016         | Interest rate PRIME +<br>5.75% or Floor rate of<br>10.50% | \$ 3,427  | 3,488  | 3,427  |  |
| Sonian, Inc. <sup>(14)(15)</sup><br>100 Crescent Road<br>Needham, MA 02494                                 | Software | Senior Secured | July 2017        | Interest rate PRIME +<br>7.00% or Floor rate of<br>10.25% | \$ 5,500  | 5,362  | 5,362  |  |
| StartApp, Inc.<br>10a Giborei Israel Street<br>Netanya, Israel 42505                                       | Software | Senior Secured | March<br>2017    | Interest rate PRIME +<br>7.75% or Floor rate of<br>11.00% | \$ 3,500  | 3,521  | 3,554  |  |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>       | <b>Type of Investment<sup>(1)</sup></b> | <b>Maturity Date</b> | <b>Interest Rate and Floor</b>   | <b>Principal Amount</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------------|---|----------------------|--|-------------------------|---------------------------|----------------------------|
| Touchcommerce, Inc. <sup>(15)</sup><br>30504 Agoura Road<br>Agoura Hills, CA 91301               | Software                  | Senior Secured                          | June 2017            | Interest rate PRIME + 6.00% or Floor rate of 10.25%                        | \$ 5,000                | \$ 4,690                  | \$ 4,840                   |
| <b>Subtotal: 1-5 Years Maturity</b>  |                           |   |                      |  |                         | 39,623                    | 39,828                     |
| <b>Subtotal: Software (6.94%)*</b>   |                           |   |                      |  |                         | 45,284                    | 45,349                     |
| <b>Specialty Pharmaceuticals<br/>1-5 Years Maturity</b>  |                           |   |                      |  |                         |                           |                            |
| Cranford Pharmaceuticals, LLC <sup>(13)(14)(15)</sup><br>11 Commerce Drive<br>Cranford, NJ 07016 | Specialty Pharmaceuticals | Senior Secured                          | February 2017        | Interest rate LIBOR + 9.55% or Floor rate of 10.80%, PIK Interest of 1.35% | \$ 18,017               | 17,711                    | 17,711                     |
|  | Specialty Pharmaceuticals | Senior Secured                          | August 2015          | Interest rate LIBOR + 8.25% or Floor rate of 9.50%                         | \$ 2,500                | 2,446                     | 2,446                      |
| Total Cranford Pharmaceuticals, LLC  |                           |   |                      |  |                         | \$ 20,517                 | 20,157                     |
| Rockwell Medical, Inc. <sup>(14)(15)</sup><br>30142 Wixom Road<br>Wixom, MI 48393                | Specialty                 | Senior Secured                          | March 2017           | Interest rate PRIME + 9.25% or Floor rate of 12.50%                        | \$ 20,000               | 20,183                    | 20,060                     |
| <b>Subtotal: 1-5 Years Maturity</b>  |                           |   |                      |  |                         | 40,340                    | 40,217                     |
| <b>Subtotal: Specialty Pharmaceuticals (6.16%)*</b>  |                           |   |                      |  |                         | 40,340                    | 40,217                     |
| <b>Surgical Devices<br/>1-5 Years Maturity</b>   |                           |   |                      |  |                         |                           |                            |
| Transmedics, Inc. <sup>(11)(14)</sup><br>200 Minuteman Road,<br>Suite 302<br>Andover, MA 01810   | Surgical Devices          | Senior Secured                          | November 2015        | Interest rate FIXED + 12.95%   | \$ 7,250                | 7,111                     | 7,111                      |
| <b>Subtotal: 1-5 Years Maturity</b>  |                           |   |                      |  |                         | 7,111                     | 7,111                      |
| <b>Subtotal: Surgical Devices (1.09%)*</b>   |                           |   |                      |  |                         | 7,111                     | 7,111                      |
| <b>Total Debt (122.20%)*</b>   |                           |   |                      |  |                         | 814,977                   | 798,359                    |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company<br/>Equity</b>   | <b>Sub-Industry</b>             | <b>Type of<br/>Investment<sup>(1)</sup></b> | <b>Percentage<br/>Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|---|---------------------------------|---|---------------------------------|--------------------|---------------|---------------------------|----------------------------|
| <b>Biotechnology Tools</b>  |                                 |   |                                 |                    |               |                           |                            |
| NuGEN Technologies, Inc. <sup>(15)</sup><br><br>201 Industrial Road,<br>Suite 310<br><br>San Carlos, CA 94070 | Biotechnology<br>Tools          | Equity                                      | 0.88%                           | Preferred Series C | 189,394       | \$ 500                    | \$ 476                     |
| <b>Subtotal: Biotechnology Tools (0.07%)*</b>   |                                 |   |                                 |                    |               | 500                       | 476                        |
| <b>Energy Technology</b>  |                                 |   |                                 |                    |               |                           |                            |
| SCIEnergy, Inc.<br>4099 McEwen, Suite 420<br>Dallas, TX 75244   | Energy<br>Technology            | Equity                                      | 0.09%                           | Preferred Series 1 | 385,000       | 761                       | 29                         |
| <b>Subtotal: Energy Technology (0.00%)*</b>   |                                 |   |                                 |                    |               | 761                       | 29                         |
| <b>Communications &amp; Networking</b>  |                                 |   |                                 |                    |               |                           |                            |
| GlowPoint, Inc. <sup>(3)</sup><br><br>430 Mountain Avenue, Suite 301<br><br>Murray Hill, NJ 07974             | Communications<br>& Networking  | Equity                                      | 0.32%                           | Common Stock       | 114,192       | 102                       | 192                        |
| Peerless Network, Inc.<br>222 South Riverside Plaza, Suite 2730<br>Chicago, IL 60606                          | Communications<br>& Networking  | Equity                                      | 3.23%                           | Preferred Series A | 1,000,000     | 1,000                     | 3,201                      |
| Stoke, Inc. <sup>(15)</sup><br>5403 Betsy Ross Drive<br>Santa Clara, CA 95054                                 | Communications<br>& Networking  | Equity                                      | 0.22%                           | Preferred Series E | 152,905       | 500                       | 215                        |
| <b>Subtotal: Communications &amp; Networking (0.55%)*</b>   |                                 |   |                                 |                    |               | 1,602                     | 3,608                      |
| <b>Consumer &amp; Business Products</b>   |                                 |   |                                 |                    |               |                           |                            |
| Caivis Acquisition Corporation <sup>(15)</sup><br>1000 Wisconsin Avenue N.W.<br>Washington, DC 20007          | Consumer &<br>Business Products | Equity                                      | 0.75%                           | Common Stock       | 295,861       | 819                       | 597                        |
| IPA Holdings, LLC<br>1105 Satellite Blvd.,<br>Suite 300<br>Suwanee, GA 30024                                  | Consumer &<br>Business Products | Equity                                      | 1.67%                           | LLC Interest       | 500,000       | 500                       | 830                        |
| Market Force Information, Inc.<br>PO Box 270355<br>Louisville, CO 80027                                       | Consumer &<br>Business Products | Equity                                      | 0.58%                           | Preferred Series B | 187,970       | 500                       | 500                        |
| <b>Subtotal: Consumer &amp; Business Products (0.30%)*</b>  |                                 |   |                                 |                    |               | 1,819                     | 1,927                      |
| <b>Diagnostic</b>   |                                 |   |                                 |                    |               |                           |                            |
| Singulex, Inc.<br>1701 Harbor Way Parkway,<br>Suite 200   | Diagnostic                      | Equity                                      | 1.10%                           | Common Stock       | 937,998       | 750                       | 750                        |

Alameda, CA 94502

**Subtotal: Diagnostic (0.11%)\***

750

750

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>          | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|------------------------------|---|-----------------------------|--------------------|---------------|---------------------------|----------------------------|
| <b>Drug Delivery</b>   |                              |   |                             |                    |               |                           |                            |
| AcelRx Pharmaceuticals, Inc. <sup>(3)(10)(15)</sup><br>575 Chesapeake Drive<br>Redwood City, CA 94063                    | Drug Delivery                | Equity                                  | 0.13%                       | Common Stock       | 54,240        | \$ 108                    | \$ 642                     |
| Merrion Pharmaceuticals, Plc <sup>(3)(5)(10)</sup><br>3200 Lake Drive, Citywest Business Campus<br>Dublin, Ireland 24    | Drug Delivery                | Equity                                  | 0.11%                       | Common Stock       | 20,000        | 9                         |                            |
| Neos Therapeutics, Inc. <sup>(15)</sup><br>2940 N. Highway 360 Suite 100<br>Grand Prarie, TX 75050                       | Drug Delivery                | Equity                                  | 1.46%                       | Preferred Series C | 300,000       | 1,500                     | 1,505                      |
| Transcept Pharmaceuticals, Inc. <sup>(3)</sup><br>1003 W. Cutting Blvd, Suite 110<br>Richmond, CA 94804                  | Drug Delivery                | Equity                                  | 0.22%                       | Common Stock       | 41,570        | 500                       | 129                        |
| <b>Subtotal: Drug Delivery (0.35%)*</b>  |                              |   |                             |                    |               | 2,117                     | 2,276                      |
| <b>Drug Discovery &amp; Development</b>  |                              |   |                             |                    |               |                           |                            |
| Acceleron Pharma, Inc. <sup>(3)(15)</sup><br><br>128 Sidney Street<br><br>Cambridge, MA 02139                            | Drug Discovery & Development | Equity                                  | 0.84%                       | Common Stock       | 262,786       | 1,505                     | 9,030                      |
| Aveo Pharmaceuticals, Inc. <sup>(3)(10)(15)</sup><br><br>650 E Kendall Street<br>Cambridge, MA 02142                     | Drug Discovery & Development | Equity                                  | 0.32%                       | Common Stock       | 167,864       | 841                       | 251                        |
| Dicerna Pharmaceuticals, Inc. <sup>(3)(15)</sup><br><br>480 Arsenal Street, Building 1, Suite 120<br>Watertown, MA 02472 | Drug Discovery & Development | Equity                                  | 0.80%                       | Common Stock       | 142,858       | 1,000                     | 4,036                      |
| Inotek Pharmaceuticals Corporation<br><br>131 Hartwell Ave, Suite 105<br>Lexington, MA 02421                             | Drug Discovery & Development | Equity                                  | 0.07%                       | Common Stock       | 15,334        | 1,500                     |                            |
| Merrimack Pharmaceuticals, Inc. <sup>(3)</sup><br><br>One Kendall Square, Suite B7201<br>Cambridge, MA 02139             | Drug Discovery & Development | Equity                                  | 0.82%                       | Common Stock       | 848,591       | 3,213                     | 4,122                      |
| Paratek Pharmaceuticals, Inc.<br><br>75 Kneeland Street<br><br>Boston, MA 02111  | Drug Discovery & Development | Equity                                  | 0.01%                       | Common Stock       | 2,882         | 5                         |                            |
|  | Drug Discovery & Development | Equity                                  | 0.30%                       | Preferred Series A | 167,468       | 1,126                     |                            |
| Total Paratek Pharmaceuticals, Inc.  |                              |   |                             |                    | 170,350       | 1,131                     |                            |
| <b>Subtotal: Drug Discovery &amp; Development (2.67%)*</b>   |                              |   |                             |                    |               | 9,190                     | 17,439                     |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company<br/>Information Services</b>                   | <b>Sub-Industry</b>                   | <b>Type of<br/>Investment<sup>(1)</sup></b> | <b>Percentage<br/>Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|---|---------------------------------------|---|---------------------------------|--------------------|---------------|---------------------------|----------------------------|
| Good Technologies, Inc. (pka Visto Corporation) <sup>(15)</sup>     | Information Services                  | Equity                                      | 0.17%                           | Common Stock       | 500,000       | \$ 604                    | \$                         |
| 430 N. Mary Avenue, Suite 200                                       |                                       |   |                                 |                    |               |                           |                            |
| Sunnyvale, CA 94085   |                                       |   |                                 |                    |               |                           |                            |
| <b>Subtotal: Information Services (0.00%)*</b>                      |                                       |   |                                 |                    |               | 604                       |                            |
| <b>Internet Consumer &amp; Business Services</b>                    |                                       |   |                                 |                    |               |                           |                            |
| Blurb, Inc. <sup>(15)</sup>   | Internet Consumer & Business Services | Equity                                      | 0.43%                           | Preferred Series B | 220,653       | 174                       | 365                        |
| 580 California St, Suite 300  |                                       |   |                                 |                    |               |                           |                            |
| San Francisco, CA 94104   |                                       |   |                                 |                    |               |                           |                            |
| Philotic, Inc.  | Internet Consumer & Business Services | Equity                                      | 0.05%                           | Common Stock       | 8,121         | 93                        |                            |
| 548 4th street  |                                       |   |                                 |                    |               |                           |                            |
| San Francisco, CA 94107   |                                       |   |                                 |                    |               |                           |                            |
| Progress Financial  | Internet Consumer & Business Services | Equity                                      | 0.11%                           | Preferred Series G | 218,351       | 250                       | 267                        |
| 171 Constitution Drive  |                                       |   |                                 |                    |               |                           |                            |
| Menlo Park, CA 94025  |                                       |   |                                 |                    |               |                           |                            |
| Trulia, Inc. <sup>(3)</sup>   | Internet Consumer & Business Services | Equity                                      | 0.08%                           | Common Stock       | 29,340        | 141                       | 951                        |
| 116 New Montgomery Street, Suite 300                                |                                       |   |                                 |                    |               |                           |                            |
| San Francisco, CA 94105   |                                       |   |                                 |                    |               |                           |                            |
| <b>Subtotal: Internet Consumer &amp; Business Services (0.25%)*</b> |                                       |   |                                 |                    |               | 658                       | 1,583                      |
| <b>Media/Content/Info</b>   |                                       |   |                                 |                    |               |                           |                            |
| Everyday Health, Inc. (pka Waterfront Media, Inc.) <sup>(3)</sup>   | Media/Content/Info                    | Equity                                      | 1.75%                           | Common Stock       | 97,060        | 1,000                     | 1,358                      |
| 345 Hudson Street, 16th Floor                                       |                                       |   |                                 |                    |               |                           |                            |
| New York, NY 10014  |                                       |   |                                 |                    |               |                           |                            |
| <b>Subtotal: Media/Content/Info (0.21%)*</b>                        |                                       |   |                                 |                    |               | 1,000                     | 1,358                      |
| <b>Medical Devices &amp; Equipment</b>                              |                                       |   |                                 |                    |               |                           |                            |
| Gelesis, Inc. <sup>(6)(15)</sup>                                    | Medical Devices & Equipment           | Equity                                      | 5.80%                           | LLC Interest       | 2,024,092     | 925                       | 492                        |
| 500 Boylston Street, Suite 1600                                     |                                       |   |                                 |                    |               |                           |                            |
| Boston, MA 02116  |                                       |   |                                 |                    |               |                           |                            |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|   |                                |        |       |                      |            |       |       |
|---|--------------------------------|--------|-------|----------------------|------------|-------|-------|
| Medrobotics Corporation <sup>(15)</sup><br>475 Paramount Drive<br>Raynham, MA 02767       | Medical Devices &<br>Equipment | Equity | 0.18% | Preferred Series E   | 136,798    | 250   | 288   |
| Novasys Medical, Inc.<br>39684 Eureka Drive<br>Newark, CA 94560                           | Medical Devices &<br>Equipment | Equity | 1.48% | Preferred Series D-1 | 4,118,444  | 1,000 |       |
| Optiscan Biomedical, Corp. <sup>(6)(15)</sup><br>21021 Corsair Blvd.<br>Hayward, CA 94545 | Medical Devices &<br>Equipment | Equity | 0.89% | Preferred Series B   | 6,185,567  | 3,000 | 440   |
|   | Medical Devices &<br>Equipment | Equity | 0.28% | Preferred Series C   | 1,927,309  | 655   | 145   |
|   | Medical Devices &<br>Equipment | Equity | 5.94% | Preferred Series D   | 41,352,489 | 3,945 | 4,211 |
| Total Optiscan Biomedical, Corp.  |                                |        |       |                      | 49,465,365 | 7,600 | 4,796 |
| <b>Subtotal: Medical Devices &amp; Equipment (0.85%)*</b>                                 |                                |        |       |                      |            | 9,775 | 5,576 |

**Table of Contents****Index to Financial Statements**

| Portfolio Company   | Sub-Industry     | Type of Investment <sup>(1)</sup> | Percentage Ownership | Series               | Shares    | Cost <sup>(2)</sup> | Value <sup>(3)</sup> |
|---|------------------|-----------------------------------|----------------------|----------------------|-----------|---------------------|----------------------|
| <b>Software</b>   |                  |                                   |                      |                      |           |                     |                      |
| Atrenta, Inc.<br>2077 Gateway Place, Suite 300<br>San Jose, CA 95110                    | Software         | Equity                            | 0.89%                | Preferred Series C   | 1,196,845 | \$ 986              | \$ 1,953             |
|   | Software         | Equity                            | 0.47%                | Preferred Series D   | 635,513   | 508                 | 1,151                |
| Total Atrenta, Inc.   |                  |                                   |                      |                      | 1,832,358 | 1,494               | 3,104                |
| Box, Inc. <sup>(15)</sup><br>4440 El Camino Real<br>Los Altos, CA 94022                 | Software         | Equity                            | 0.25%                | Preferred Series B   | 271,070   | 251                 | 4,955                |
|   | Software         | Equity                            | 0.54%                | Preferred Series C   | 589,844   | 872                 | 10,782               |
|   | Software         | Equity                            | 0.15%                | Preferred Series D   | 158,133   | 500                 | 2,891                |
|   | Software         | Equity                            | 0.17%                | Preferred Series D-1 | 186,766   | 1,694               | 3,414                |
|   | Software         | Equity                            | 0.20%                | Preferred Series D-2 | 220,751   | 2,001               | 4,035                |
|   | Software         | Equity                            | 0.04%                | Preferred Series E   | 38,183    | 500                 | 698                  |
| Total Box, Inc.   |                  |                                   |                      |                      | 1,464,747 | 5,818               | 26,775               |
| CapLinked, Inc.<br>2221 Park Place<br>El Segundo, CA 90245                              | Software         | Equity                            | 0.47%                | Preferred Series A-3 | 53,614    | 51                  | 88                   |
| ForeScout Technologies, Inc.<br>900 E. Hamilton Avenue, Suite 300<br>Campbell, CA 95008 | Software         | Equity                            | 0.64%                | Preferred Series D   | 319,099   | 398                 | 940                  |
| HighRoads, Inc.<br>3 Burlington Woods Dr<br>Burlington, MA 01803                        | Software         | Equity                            | 0.85%                | Preferred Series B   | 190,170   | 307                 | 300                  |
| <b>Subtotal: Software (4.78%)*</b>  |                  |                                   |                      |                      |           | 8,068               | 31,207               |
| <b>Specialty Pharmaceuticals</b>  |                  |                                   |                      |                      |           |                     |                      |
| QuatRx Pharmaceuticals Company  | Specialty        | Equity                            | 0.24%                | Preferred Series E   | 241,829   | 750                 |                      |
| 777 East Eisenhower Parkway, Suite 100<br>Ann Arbor, MI 48108                           | Pharmaceuticals  |                                   |                      |                      |           |                     |                      |
|   | Specialty        | Equity                            | 0.03%                | Preferred Series E-1 | 26,955    |                     |                      |
|   | Pharmaceuticals  | Equity                            | 4.62%                | Preferred Series G   | 4,667,636 |                     |                      |
| Total QuatRx Pharmaceuticals Company  |                  |                                   |                      |                      | 4,936,420 | 750                 |                      |
| <b>Subtotal: Specialty Pharmaceuticals (0.00%)*</b>                                     |                  |                                   |                      |                      |           | 750                 |                      |
| <b>Surgical Devices</b>   |                  |                                   |                      |                      |           |                     |                      |
| Gynesonics, Inc. <sup>(15)</sup><br>604 5th Ave, Suite D<br>Redwood City, CA 94063      | Surgical Devices | Equity                            | 0.16%                | Preferred Series B   | 219,298   | 250                 | 78                   |
|   | Surgical Devices | Equity                            | 0.47%                | Preferred Series C   | 656,538   | 282                 | 129                  |
|   | Surgical Devices | Equity                            | 1.15%                | Preferred Series D   | 1,621,553 | 580                 | 804                  |
| Total Gynesonics, Inc.  |                  |                                   |                      |                      | 2,497,389 | 1,112               | 1,011                |
| Transmedics, Inc.<br>200 Minuteman Road, Suite 302<br>Andover, MA 01810                 | Surgical Devices | Equity                            | 0.24%                | Preferred Series B   | 88,961    | 1,100               | 315                  |
|   | Surgical Devices | Equity                            | 0.32%                | Preferred Series C   | 119,999   | 300                 | 211                  |
|   | Surgical Devices | Equity                            | 0.69%                | Preferred Series D   | 260,000   | 650                 | 923                  |
| Total Transmedics, Inc.   |                  |                                   |                      |                      | 468,960   | 2,050               | 1,449                |



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |        |        |
|--|--------|--------|
| <b>Subtotal: Surgical Devices (0.38%)*</b> | 3,162  | 2,460  |
| <b>Total Equity (10.52%)*</b>              | 40,756 | 68,689 |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company<br/>Warrant</b>   | <b>Sub-Industry</b>    | <b>Type of<br/>Investment<sup>(1)</sup></b> | <b>Percentage<br/>Ownership</b> | <b>Series</b>        | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|------------------------|---|---------------------------------|----------------------|---------------|---------------------------|----------------------------|
| <b>Biotechnology Tools</b>   |                        |   |                                 |                      |               |                           |                            |
| Labcyte, Inc. <sup>(15)</sup><br>1190 Borregas Avenue<br>Sunnyvale, CA 94089                       | Biotechnology<br>Tools | Warrant                                     | 0.87%                           | Preferred Series C   | 1,127,624     | \$ 323                    | \$ 129                     |
| <b>Subtotal: Biotechnology Tools (0.02%)*</b>  |                        |   |                                 |                      |               | 323                       | 129                        |
| <b>Energy Technology</b>   |                        |   |                                 |                      |               |                           |                            |
| Agrivida, Inc. <sup>(15)</sup><br>200 Boston Avenue<br>Medford, MA 02155                           | Energy<br>Technology   | Warrant                                     | 0.30%                           | Preferred Series C   | 77,447        | 120                       | 285                        |
| Alphabet Energy, Inc. <sup>(15)</sup><br>26225 Eden Landing Road, Suite D<br>Hayward, CA 94545     | Energy<br>Technology   | Warrant                                     | 0.39%                           | Preferred Series A   | 86,329        | 82                        | 139                        |
| American Superconductor Corporation <sup>(3)</sup><br>64 Jackson Rd<br>Devens, MA 01434            | Energy<br>Technology   | Warrant                                     | 0.75%                           | Common Stock         | 512,820       | 391                       | 152                        |
| Brightsource Energy, Inc. <sup>(15)</sup><br>1999 Harrison Street, Suite 2150<br>Oakland, CA 94612 | Energy<br>Technology   | Warrant                                     | 0.33%                           | Preferred Series 1   | 175,000       | 779                       | 135                        |
| Calera, Inc. <sup>(15)</sup><br>100 Albright Way, Suite A<br>Los Gatos, CA 95032                   | Energy<br>Technology   | Warrant                                     | 0.17%                           | Preferred Series C   | 44,529        | 513                       |                            |
| EcoMotors, Inc. <sup>(15)</sup><br>17000 Federal Dr., Suite 200<br>Allen Park, MI 48101            | Energy<br>Technology   | Warrant                                     | 0.82%                           | Preferred Series B   | 437,500       | 308                       | 498                        |
| Fluidic, Inc.<br>8455 North 90th Street, Suite 4<br>Scottsdale, AZ 85258                           | Energy<br>Technology   | Warrant                                     | 0.16%                           | Preferred Series C   | 59,665        | 102                       | 79                         |
| Fulcrum Bioenergy, Inc.  | Energy<br>Technology   | Warrant                                     | 0.28%                           | Preferred Series C-1 | 280,897       | 274                       | 185                        |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

4900 Hopyard Road, Suite 220

Pleasanton, CA 94588

Glori Energy, Inc.<sup>(12)</sup>

Energy  
Technology

Warrant

0.18%

Preferred Series C

145,932

165

54

4315 South Drive

Houston, TX 77053

GreatPoint Energy, Inc.<sup>(15)</sup>

Energy  
Technology

Warrant

0.12%

Preferred Series D-1

393,212

548

222 Third Street, Suite 2163

Cambridge, MA 02142

Polyera Corporation<sup>(15)</sup>

Energy  
Technology

Warrant

0.56%

Preferred Series C

161,575

69

48

8045 Lamon Avenue, #140

Skokie, IL 60077

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b> | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>         | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------|---|-----------------------------|-----------------------|---------------|---------------------------|----------------------------|
| Propel Fuels <sup>(15)</sup><br>503 Whipple Ave<br>Redwood City, CA 94063                                | Energy Technology   | Warrant                                 | 1.06%                       | Preferred Series C    | 3,200,000     | \$ 211                    | \$ 141                     |
| SCIEnergy, Inc.<br>4099 McEwen, Suite 420<br>Dallas, TX 75244  | Energy Technology   | Warrant                                 | 0.13%                       | Common Stock          | 530,811       | 181                       |                            |
|  | Energy Technology   | Warrant                                 | 0.04%                       | Preferred Series 1    | 145,811       | 50                        |                            |
| Total SCI Energy, Inc.   |                     |   |                             |                       | 676,622       | 231                       |                            |
| Scifiniti (pka Integrated Photovoltaics, Inc.) <sup>(15)</sup><br>51 Daggett Drive<br>San Jose, CA 95134 | Energy Technology   | Warrant                                 | 0.60%                       | Preferred Series B    | 390,000       | 82                        | 83                         |
| Solexel, Inc. <sup>(15)</sup><br>1530 McCarthy Blvd.<br>Milpitas, CA 95035                               | Energy Technology   | Warrant                                 | 0.76%                       | Preferred Series C    | 1,171,625     | 1,162                     | 553                        |
| Stion Corporation <sup>(6)</sup><br>6321 San Ignacio Avenue<br>San Jose, CA 95119                        | Energy Technology   | Warrant                                 | 7.89%                       | Preferred Series Seed | 2,154         | 1,378                     | 1,495                      |
| TAS Energy, Inc.<br>6110 Cullen Blvd.<br>Houston, TX 77021   | Energy Technology   | Warrant                                 | 2.30%                       | Preferred Series F    | 428,571       | 299                       | 419                        |
| TPI Composites, Inc.<br>8501 N Scottsdale Rd, Gainey Center II, Suite 280<br>Scottsdale, AZ 85253        | Energy Technology   | Warrant                                 | 0.64%                       | Preferred Series B    | 160           | 273                       | 425                        |
| Trilliant, Inc. <sup>(15)</sup><br>1100 Island Drive<br>Redwood City, CA 94065                           | Energy Technology   | Warrant                                 | 0.13%                       | Preferred Series A    | 320,000       | 162                       | 7                          |
| <b>Subtotal: Energy Technology (0.71%)*</b>  |                     |   |                             |                       |               | 7,149                     | 4,698                      |

**Communications & Networking**

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |                                |         |       |                    |           |     |     |
|--|--------------------------------|---------|-------|--------------------|-----------|-----|-----|
| Intelepeer, Inc. <sup>(15)</sup><br>177 Bovet Road, Suite 400<br>San Mateo, CA 94402 | Communications<br>& Networking | Warrant | 0.25% | Preferred Series C | 117,958   | 101 | 94  |
| OpenPeak, Inc.<br>1750 Clint Moore Road<br>Boca Raton, FL 33487                      | Communications<br>& Networking | Warrant | 0.47% | Common Stock       | 108,982   | 149 | 174 |
| PeerApp, Inc.<br>375 Elliot Street, Suite 150K<br>Newton Upper Falls, MA 02464       | Communications<br>& Networking | Warrant | 0.42% | Preferred Series B | 298,779   | 61  | 46  |
| Peerless Network, Inc.<br>222 South Riverside Plaza, Suite 2730<br>Chicago, IL 60606 | Communications<br>& Networking | Warrant | 0.44% | Preferred Series A | 135,000   | 95  | 330 |
| Ping Identity Corporation<br>1001 17th Street, Suite 100<br>Denver, CO 80202         | Communications<br>& Networking | Warrant | 0.58% | Preferred Series B | 1,136,277 | 52  | 109 |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>  | <b>Sub-Industry</b>          | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|---|------------------------------|---|-----------------------------|--------------------|---------------|---------------------------|----------------------------|
| Spring Mobile Solutions, Inc.<br>11710 Plaza America Drive, Suite 420<br>Reston, VA 20190                                       | Communications & Networking  | Warrant                                 | 0.97%                       | Preferred Series D | 2,834,375     | \$ 418                    | \$ 559                     |
| Stoke, Inc. <sup>(15)</sup><br>5403 Betsy Ross Drive<br>Santa Clara, CA 95054   | Communications & Networking  | Warrant                                 | 0.22%                       | Preferred Series C | 158,536       | 53                        | 1                          |
|   | Communications & Networking  | Warrant                                 | 0.17%                       | Preferred Series D | 118,181       | 65                        | 1                          |
| Total Stoke, Inc.   |                              |   |                             |                    | 276,717       | 118                       | 2                          |
| <b>Subtotal: Communications &amp; Networking (0.20%)*</b>   |                              |   |                             |                    |               | 994                       | 1,314                      |
| <b>Consumer &amp; Business Products</b>   |                              |   |                             |                    |               |                           |                            |
| Intelligent Beauty, Inc. <sup>(15)</sup><br>2301 Rosecrans Ave, Suite 4100<br>Manhattan Beach, CA 90245                         | Consumer & Business Products | Warrant                                 | 0.35%                       | Preferred Series B | 190,234       | 230                       | 708                        |
| IPA Holdings, LLC<br>1105 Satellite Blvd., Suite 300<br>Suwanee, GA 30024   | Consumer & Business Products | Warrant                                 | 2.17%                       | Common Stock       | 650,000       | 275                       | 517                        |
| Market Force Information, Inc.<br>PO Box 270355<br>Louisville, CO 80027   | Consumer & Business Products | Warrant                                 | 0.31%                       | Preferred Series A | 99,286        | 24                        | 30                         |
| <b>Subtotal: Consumer &amp; Business Products (0.08%)*</b>  |                              |   |                             |                    |               | 529                       | 1,255                      |
| <b>Diagnostic</b>   |                              |   |                             |                    |               |                           |                            |
| Navidea Biopharmaceuticals, Inc. (pka Neoprobe) <sup>(3)(15)</sup><br>425 Metro Place North, Suite 300<br>Dublin, OH 43017-1367 | Diagnostic                   | Warrant                                 | 0.22%                       | Common Stock       | 333,333       | 244                       | 108                        |
| <b>Subtotal: Diagnostic (0.02%)*</b>  |                              |   |                             |                    |               | 244                       | 108                        |
| <b>Drug Delivery</b>  |                              |   |                             |                    |               |                           |                            |
| AcelRx Pharmaceuticals, Inc. <sup>(3)(10)(15)</sup><br>575 Chesapeake Drive   | Drug Delivery                | Warrant                                 | 0.41%                       | Common Stock       | 176,730       | 786                       | 983                        |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

Redwood City, CA 94063

|   |               |         |       |              |        |     |  |
|---|---------------|---------|-------|--------------|--------|-----|--|
| Alexza Pharmaceuticals, Inc. <sup>(3)</sup> | Drug Delivery | Warrant | 0.22% | Common Stock | 37,639 | 645 |  |
|---|---------------|---------|-------|--------------|--------|-----|--|

2091 Stierlin Court

Mountain View, CA 94303

|  |               |         |       |              |        |     |     |
|--|---------------|---------|-------|--------------|--------|-----|-----|
| BIND Therapeutics, Inc. <sup>(3)(15)</sup> | Drug Delivery | Warrant | 0.43% | Common Stock | 71,359 | 366 | 141 |
|--|---------------|---------|-------|--------------|--------|-----|-----|

325 Vassar St

Cambridge, MA 02139

|                                    |               |         |       |              |        |     |     |
|------------------------------------|---------------|---------|-------|--------------|--------|-----|-----|
| Celsion Corporation <sup>(3)</sup> | Drug Delivery | Warrant | 0.57% | Common Stock | 97,493 | 227 | 210 |
|------------------------------------|---------------|---------|-------|--------------|--------|-----|-----|

997 Lenox Drive, Suite 100

Lawrenceville, NJ 08648

|                                      |               |         |       |                    |        |    |     |
|--------------------------------------|---------------|---------|-------|--------------------|--------|----|-----|
| Dance Biopharm, Inc. <sup>(15)</sup> | Drug Delivery | Warrant | 0.39% | Preferred Series A | 97,701 | 74 | 159 |
|--------------------------------------|---------------|---------|-------|--------------------|--------|----|-----|

150 North Hill Drive,  
Suite 24

Brisbane, CA 94005

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>          | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|------------------------------|---|-----------------------------|--------------------|---------------|---------------------------|----------------------------|
| kaleo, Inc.<br>111 Virginia St, Ste 300<br>Richmond, VA 23219  | Drug Delivery                | Warrant                                 | 0.51%                       | Preferred Series B | 82,500        | \$ 594                    | \$ 1,062                   |
| Neos Therapeutics, Inc. <sup>(15)</sup><br>2940 N. Highway 360 Suite 100<br>Grand Prarie, TX 75050                   | Drug Delivery                | Warrant                                 | 0.29%                       | Preferred Series C | 60,000        | 113                       | 113                        |
| Revance Therapeutics, Inc. <sup>(3)</sup><br>7555 Gateway Blvd<br>Newark, CA 94560                                   | Drug Delivery                | Warrant                                 | 0.29%                       | Common Stock       | 53,511        | 557                       | 477                        |
| Transcept Pharmaceuticals, Inc. <sup>(3)</sup><br>1003 W. Cutting Blvd, Suite 110<br>Richmond, CA 94804              | Drug Delivery                | Warrant                                 | 0.33%                       | Common Stock       | 61,452        | 87                        | 2                          |
| <b>Subtotal: Drug Delivery (0.48%)*</b>  |                              |   |                             |                    |               | 3,449                     | 3,147                      |
| <b>Drug Discovery &amp; Development</b>  |                              |   |                             |                    |               |                           |                            |
| Acceleron Pharma, Inc. <sup>(3)(15)</sup><br>128 Sidney Street<br>Cambridge, MA 02139                                | Drug Discovery & Development | Warrant                                 | 0.04%                       | Common Stock       | 11,611        | 39                        | 249                        |
| ADMA Biologics, Inc. <sup>(3)</sup><br>465 Route 17 South<br>Ramsey, NJ 07446  | Drug Discovery & Development | Warrant                                 | 0.72%                       | Common Stock       | 66,550        | 218                       | 170                        |
| Anthera Pharmaceuticals, Inc. <sup>(3)(15)</sup><br>25801 Industrial Blvd,<br>Suite B<br>Hayward, CA 94545           | Drug Discovery & Development | Warrant                                 | 0.20%                       | Common Stock       | 40,178        | 984                       | 4                          |
| Cempra, Inc. <sup>(3)</sup><br>Building Two Quadrangle, 6320 Quadrangle<br>Drive, Suite 360<br>Chapel Hill, NC 27517 | Drug Discovery & Development | Warrant                                 | 0.42%                       | Common Stock       | 138,797       | 458                       | 604                        |
| Chroma Therapeutics, Ltd. <sup>(5)(10)</sup><br>93 Innovation Drive, Milton Park                                     | Drug Discovery & Development | Warrant                                 | 0.61%                       | Preferred Series D | 325,261       | 490                       | 500                        |



Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

Abingdon Oxon, UK OX14 4RZ

|  |                              |         |       |              |         |     |    |
|--|------------------------------|---------|-------|--------------|---------|-----|----|
| Cleveland BioLabs, Inc. <sup>(3)</sup> | Drug Discovery & Development | Warrant | 0.31% | Common Stock | 156,250 | 105 | 31 |
|--|------------------------------|---------|-------|--------------|---------|-----|----|

73 High Street

Buffalo, NY 14203

|  |                              |         |       |              |        |     |     |
|--|------------------------------|---------|-------|--------------|--------|-----|-----|
| Concert Pharmaceuticals, Inc. <sup>(3)</sup> | Drug Discovery & Development | Warrant | 0.40% | Common Stock | 70,796 | 367 | 202 |
|--|------------------------------|---------|-------|--------------|--------|-----|-----|

99 Hayden Avenue, Suite 100

Lexington, MA 02421-7966

|   |                              |         |       |              |        |     |    |
|---|------------------------------|---------|-------|--------------|--------|-----|----|
| Coronado Biosciences, Inc. <sup>(3)</sup> | Drug Discovery & Development | Warrant | 0.16% | Common Stock | 73,009 | 142 | 44 |
|---|------------------------------|---------|-------|--------------|--------|-----|----|

24 New England Executive Park, Suite 105

Burlington, MA 01803

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>             | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>      | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------------------|---|-----------------------------|--------------------|---------------|---------------------------|----------------------------|
| Dicerna Pharmaceuticals, Inc. <sup>(3)(15)</sup><br>480 Arsenal Street, Building 1, Suite 120<br>Watertown, MA 02472 | Drug Discovery & Development    | Warrant                                 | 0.00%                       | Common Stock       | 200           | \$ 28                     | \$                         |
| Horizon Pharma, Inc. <sup>(3)</sup><br>520 Lake Cook Road, Suite 520<br>Deerfield, IL 60015                          | Drug Discovery & Development    | Warrant                                 | 0.03%                       | Common Stock       | 22,408        | 231                       | 46                         |
| uniQure B.V. <sup>(3)(5)(10)</sup><br>PO Box 22506<br>Amsterdam, Netherlands 1100 DA                                 | Drug Discovery & Development    | Warrant                                 | 0.21%                       | Common Stock       | 37,174        | 218                       | 202                        |
| <b>Subtotal: Drug Discovery &amp; Development (0.31%)*</b>   |                                 |   |                             |                    |               | 3,280                     | 2,052                      |
| <b>Electronics &amp; Computer Hardware</b>   |                                 |   |                             |                    |               |                           |                            |
| Clustrix, Inc.<br>201 Mission Street, Suite 800<br>San Francisco, CA 94105   | Electronics & Computer Hardware | Warrant                                 | 0.32%                       | Common Stock       | 50,000        | 12                        | 18                         |
| Identive Group, Inc. <sup>(3)</sup><br>1900-B Carnegie Avenue, Building B<br>Santa Ana, CA 92705                     | Electronics & Computer Hardware | Warrant                                 | 1.27%                       | Common Stock       | 992,084       | 247                       | 467                        |
| <b>Subtotal: Electronics &amp; Computer Hardware (0.07%)*</b>  |                                 |   |                             |                    |               | 259                       | 485                        |
| <b>Healthcare Services, Other</b>  |                                 |   |                             |                    |               |                           |                            |
| MDEverywhere, Inc.<br>230 Third Avenue<br>Waltham, MA 02451  | Healthcare Services, Other      | Warrant                                 | 0.45%                       | Common Stock       | 129           | 94                        | 33                         |
| <b>Subtotal: Healthcare Services, Other (0.01%)*</b>   |                                 |   |                             |                    |               | 94                        | 33                         |
| <b>Information Services</b>  |                                 |   |                             |                    |               |                           |                            |
| Cha Cha Search, Inc. <sup>(15)</sup><br>14550 Clay Terrace Blvd., Suite 130<br>Carmel, IN 46032                      | Information Services            | Warrant                                 | 0.21%                       | Preferred Series G | 48,232        | 59                        | 10                         |
| InXpo, Inc. <sup>(15)</sup>  |                                 | Warrant                                 | 0.60%                       | Preferred Series C | 648,400       | 98                        | 30                         |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

|  |                      |         |       |                      |           |     |     |
|--|----------------------|---------|-------|----------------------|-----------|-----|-----|
| 770 N Halsted Street, Suite 6s                 | Information Services |         |       |                      |           |     |     |
| Chicago, IL 60642                              | Information Services | Warrant | 0.54% | Preferred Series C-1 | 582,015   | 49  | 27  |
| Total InXpo, Inc.                              |                      |         |       |                      | 1,230,415 | 147 | 57  |
| Jab Wireless, Inc. <sup>(15)</sup>             | Information Services | Warrant | 0.78% | Preferred Series A   | 266,567   | 265 | 282 |
| 400 Inverness Parkway, Suite 330               |                      |         |       |                      |           |     |     |
| Englewood, CO 80112                            |                      |         |       |                      |           |     |     |
| RichRelevance, Inc. <sup>(15)</sup>            | Information Services | Warrant | 0.13% | Preferred Series E   | 112,612   | 98  |     |
| 533 Folsom Street, 4th Floor                   |                      |         |       |                      |           |     |     |
| San Francisco, CA 94107                        |                      |         |       |                      |           |     |     |
| <b>Subtotal: Information Services (0.16%)*</b> |                      |         |       |                      |           | 569 | 349 |

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>                   | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>        | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|---------------------------------------|---|-----------------------------|----------------------|---------------|---------------------------|----------------------------|
| <b>Internet Consumer &amp; Business Services</b>   |                                       |   |                             |                      |               |                           |                            |
| Blurb, Inc. <sup>(15)</sup><br>580 California St, Suite 300<br>San Francisco, CA 94104           | Internet Consumer & Business Services | Warrant                                 | 0.43%                       | Preferred Series B   | 218,684       | \$ 299                    | \$ 108                     |
|  | Internet Consumer & Business Services | Warrant                                 | 0.46%                       | Preferred Series C   | 234,280       | 636                       | 183                        |
| Total Blurb, Inc.  |                                       |   |                             |                      | 452,964       | 935                       | 291                        |
| CashStar, Inc. <sup>(15)</sup><br>129 Middle Street, 2nd Floor<br>Portland, ME 04101             | Internet Consumer & Business Services | Warrant                                 | 0.56%                       | Preferred Series C-2 | 727,272       | 130                       | 70                         |
| Gazelle, Inc. <sup>(15)</sup><br>25 Thomson Place, 3rd floor<br>Boston, MA 02210                 | Internet Consumer & Business Services | Warrant                                 | 0.80%                       | Preferred Series D   | 151,827       | 165                       |                            |
| Just Fabulous, Inc.<br>2301 Rosecrans Avenue, Fifth Floor<br>El Segundo, CA 90245                | Internet Consumer & Business Services | Warrant                                 | 0.32%                       | Preferred Series B   | 137,456       | 589                       | 1,095                      |
| Prism Education Group, Inc. <sup>(15)</sup><br>233 Needham Street, Suite 580<br>Newton, MA 02464 | Internet Consumer & Business Services | Warrant                                 | 0.81%                       | Preferred Series B   | 200,000       | 43                        |                            |
| Progress Financial<br>171 Constitution Drive<br>Menlo Park, CA 94025                             | Internet Consumer & Business Services | Warrant                                 | 0.08%                       | Preferred Series G   | 174,562       | 77                        | 53                         |
| Reply! Inc.<br>12667 Alcosta Blvd., Suite 200<br>San Ramon, CA 94583                             | Internet Consumer & Business Services | Warrant                                 | 0.84%                       | Preferred Series B   | 137,225       | 320                       | 144                        |
| ShareThis, Inc. <sup>(15)</sup><br>4009 Miranda Avenue, Suite 200<br>Palo Alto, CA 94304-1227    | Internet Consumer & Business Services | Warrant                                 | 0.96%                       | Preferred Series C   | 493,502       | 547                       | 250                        |
| Tectura Corporation<br>4309 Hacienda Drive, Suite 550  | Internet Consumer & Business Services | Warrant                                 | 0.22%                       | Preferred Series B-1 | 253,378       | 51                        |                            |

Edgar Filing: HERCULES TECHNOLOGY GROWTH CAPITAL INC - Form 497

Pleasanton, CA 94588

|                  |   |         |       |                      |           |     |    |
|------------------|---|---------|-------|----------------------|-----------|-----|----|
| WaveMarket, Inc. | Internet Consumer<br>& Business<br>Services | Warrant | 0.34% | Preferred Series B-1 | 1,083,779 | 106 | 74 |
|------------------|---|---------|-------|----------------------|-----------|-----|----|

5858 Landregan Street

Emeryville, CA 94608

|  |  |  |  |  |  |       |       |
|--|--|--|--|--|--|-------|-------|
| <b>Subtotal: Internet Consumer &amp; Business Services (0.30%)</b> |  |  |  |  |  | 2,963 | 1,977 |
|--|--|--|--|--|--|-------|-------|

**Media/Content/Info**

|  |                    |         |       |              |        |    |     |
|--|--------------------|---------|-------|--------------|--------|----|-----|
| Everyday Health, Inc. (pka Waterfront<br>Media, Inc.) <sup>(3)</sup> | Media/Content/Info | Warrant | 1.32% | Common Stock | 73,345 | 60 | 500 |
|--|--------------------|---------|-------|--------------|--------|----|-----|

345 Hudson Street, 16th Floor

New York, NY 10014

**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>         | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>        | <b>Shares</b> | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|-----------------------------|---|-----------------------------|----------------------|---------------|---------------------------|----------------------------|
| Glam Media, Inc. <sup>(15)</sup><br>2000 Sierra Point Pkwy, Suite 1000<br>Brisbane, CA 94005     | Media/Content/Info          | Warrant                                 | 0.17%                       | Preferred Series D   | 407,457       | \$ 482                    | \$                         |
| Rhapsody International Inc. <sup>(15)</sup><br>1420 Fifth Avenue Suite 1500<br>Seattle, WA 98101 | Media/Content/Info          | Warrant                                 | 0.58%                       | Common Stock         | 715,755       | 384                       | 385                        |
| Zoom Media and Marketing<br>112 Madison Avenue 8th floor<br>New York, NY 10016                   | Media/Content/Info          | Warrant                                 | 0.46%                       | Preferred Series A   | 1,204         | 348                       | 285                        |
| <b>Subtotal: Media/Content/Info (0.18%)*</b>   |                             |   |                             |                      |               | 1,274                     | 1,170                      |
| <b>Medical Devices &amp; Equipment</b>   |                             |   |                             |                      |               |                           |                            |
| Baxano Surgical, Inc. <sup>(3)</sup><br>655 River Oaks Pkwy<br>San Jose, CA 95134                | Medical Devices & Equipment | Warrant                                 | 1.84%                       | Common Stock         | 882,353       | 440                       | 319                        |
| Gelesis, Inc. <sup>(6)(15)</sup><br>500 Boylston Street, Suite 1600<br>Boston, MA 02116          | Medical Devices & Equipment | Warrant                                 | 0.76%                       | LLC Interest         | 263,688       | 78                        | 5                          |
| Home Dialysis Plus<br>257 Humboldt Ct.<br>Sunnyvale, CA 94089                                    | Medical Devices & Equipment | Warrant                                 | 0.57%                       | Preferred Series A   | 300,000       | 245                       | 313                        |
| InspireMD, Inc. <sup>(3)(5)(10)</sup><br>4 Menorat Hamaor Street<br>Tel Aviv, Israel 67448       | Medical Devices & Equipment | Warrant                                 | 0.49%                       | Common Stock         | 168,351       | 242                       | 221                        |
| Medrobotics Corporation <sup>(15)</sup><br>475 Paramount Drive<br>Raynham, MA 02767              | Medical Devices & Equipment | Warrant                                 | 0.59%                       | Preferred Series E   | 455,539       | 370                       | 339                        |
| MELA Sciences, Inc. <sup>(3)</sup><br>50 South Buckhout Street, Suite 1<br>Irvington, NY 10533   | Medical Devices & Equipment | Warrant                                 | 1.33%                       | Common Stock         | 693,202       | 401                       | 82                         |
| NetBio, Inc.<br>830 Winter Street<br>Waltham, MA 02451   | Medical Devices & Equipment | Warrant                                 | 0.86%                       | Common Stock         | 2,568         | 408                       | 243                        |
| NinePoint Medical, Inc. <sup>(15)</sup><br>1 Kendall Square, B7501<br>Cambridge, MA 02139        | Medical Devices & Equipment | Warrant                                 | 0.55%                       | Preferred Series A-1 | 587,840       | 170                       | 253                        |
| Novasys Medical, Inc.<br>39684 Eureka Drive<br>Newark, CA 94560                                  | Medical Devices & Equipment | Warrant                                 | 0.04%                       | Common Stock         | 109,449       | 2                         |                            |
|  | Medical Devices & Equipment | Warrant                                 | 0.19%                       | Preferred Series D   | 526,840       | 125                       |                            |
|  | Medical Devices & Equipment | Warrant                                 | 0.02%                       | Preferred Series D-1 | 53,607        | 6                         |                            |
| Total Novasys Medical, Inc.  |                             |   |                             |                      | 689,896       | 133                       |                            |



**Table of Contents****Index to Financial Statements**

| <b>Portfolio Company</b>   | <b>Sub-Industry</b>  | <b>Type of Investment<sup>(1)</sup></b> | <b>Percentage Ownership</b> | <b>Series</b>                            | <b>Shares</b>         | <b>Cost<sup>(2)</sup></b> | <b>Value<sup>(3)</sup></b> |
|--|--|---|-----------------------------|--|-----------------------|---------------------------|----------------------------|
| Optiscan Biomedical, Corp. <sup>(6)(15)</sup><br>21021 Corsair Blvd.<br>Hayward, CA 94545            | Medical Devices<br>& Equipment                                   | Warrant                                 | 1.51%                       | Preferred Series D                       | 10,535,275            | \$ 1,252                  | \$ 235                     |
| Oraza Therapeutics, Inc.<br><br>8000 Jarvis Ave<br><br>Newark, CA 94560                              | Medical Devices<br>& Equipment<br>Medical Devices<br>& Equipment | Warrant<br><br>Warrant                  | 0.12%<br><br>0.92%          | Common Stock<br><br>Preferred Series C-1 | 95,498<br><br>716,948 | 66<br><br>676             |                            |
| Total Oraza Therapeutics, Inc.   |  |   |                             |  | 812,446               | 742                       |                            |
| SonaCare Medical, LLC (pka US<br>HIFUM LLC)<br>801 E. Morehead St., Suite 201<br>Charlotte, NC 28202 | Medical Devices<br>& Equipment                                   | Warrant                                 | 0.57%                       | Preferred Series A                       | 409,704               | 188                       | 214                        |
| United Orthopedic Group, Inc.<br>5796 Armada Dr<br>Carlsbad, CA 92008                                | Medical Devices<br>& Equipment                                   | Warrant                                 | 2.10%                       | Preferred Series A                       | 423,076               | 608                       | 820                        |
| ViewRay, Inc. <sup>(15)</sup><br>2 Thermo Fisher Way<br>Oakwood Village, OH 44146                    | Medical Devices<br>& Equipment                                   | Warrant                                 | 0.45%                       | Preferred Series C                       | 312,500               | 333                       | 340                        |
| <b>Subtotal: Medical Devices &amp; Equipment (0.52%)*</b>  |  |   |                             |  |                       | 5,610                     | 3,384                      |
| <b>Semiconductors</b>  |  |   |                             |  |                       |                           |                            |
| Achronix Semiconductor Corporation<br>2953 Bunker Hill Lane, Suite 101<br>Santa Clara, CA 95054      | Semiconductors   | Warrant                                 | 0.48%                       | Preferred Series C                       | 360,000               | 160                       | 189                        |
| Avnera Corporation<br>12730 High Bluff Drive Suite 160<br>San Diego, CA 92130                        | Semiconductors   | Warrant                                 | 0.21%                       | Preferred Series E                       | 102,958               | 14                        | 14                         |
| SiTime Corporation <sup>(15)</sup><br>990 Almanor Avenue<br>Sunnyvale, CA 94085                      | Semiconductors   | Warrant                                 | 0.10%                       | Preferred Series G                       | 195,683               | 23                        | 7                          |