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

OMB APPROVAL
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Expires: February 28, 2009

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Hours per response 14.5

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

Hercules Technology Growth Capital, Inc.
(Name of Issuer)

Common Stock, par value $0.001 per share
(Title of Class of Securities)

427096102
(Cusip Number)

December 31, 2007
(Date of Event which Requires Filing of this Statement)

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

o Rule 13d-1(b)
x Rule 13d-1(c)
o Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Exhibit Index Found on Page 27

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Partners, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF **5**

-0-
SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY

901,970
SOLE DISPOSITIVE POWER

EACH **7**

-0-
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

901,970
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

901,970

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.8%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners, L.P.

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

(a) [ ]

2 **(b) [X]****

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3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

901,970

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

901,970

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

901,970

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.8%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners II, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF **5**

-0-
SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY

445,309
SOLE DISPOSITIVE POWER

EACH **7**

-0-
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

445,309
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

445,309

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.4%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners III, L.P.

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

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF **5**

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY

388,027

SOLE DISPOSITIVE POWER

EACH **7**

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

388,027

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

388,027

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.2%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Tinicum Partners, L.P.

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

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

168,905

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

168,905

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

168,905

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.5%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Farallon Partners, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF **5**

-0-
SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY

2,806,181
SOLE DISPOSITIVE POWER

EACH **7**

-0-
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

2,806,181
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Chun R. Ding [See Item 2]
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

-0-
SHARED VOTING POWER

6

-0-
SOLE DISPOSITIVE POWER

7

-0-
SHARED DISPOSITIVE POWER

8

-0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

William F. Duhamel

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

(a) [ ]

2 **(b) [X]****

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF **5**

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY

2,806,181

SOLE DISPOSITIVE POWER

EACH **7**

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Richard B. Fried
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF

5 **SOLE VOTING POWER**

-0-

SHARES BENEFICIALLY

6 **SHARED VOTING POWER**

OWNED BY

2,806,181

EACH

7 **SOLE DISPOSITIVE POWER**

-0-

REPORTING PERSON WITH

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Monica R. Landry
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Douglas M. MacMahon
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF

SHARES BENEFICIALLY

OWNED BY

EACH

REPORTING PERSON WITH

SOLE VOTING POWER

5

-0-
SHARED VOTING POWER

6

2,806,181
SOLE DISPOSITIVE POWER

7

-0-
SHARED DISPOSITIVE POWER

8

2,806,181
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

William F. Mellin
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF

SHARES BENEFICIALLY

OWNED BY

EACH

REPORTING PERSON WITH

SOLE VOTING POWER

5

-0-
SHARED VOTING POWER

6

2,806,181
SOLE DISPOSITIVE POWER

7

-0-
SHARED DISPOSITIVE POWER

8

2,806,181
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

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NAMES OF REPORTING PERSONS

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1

Stephen L. Millham
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Jason E. Moment
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Ashish H. Pant [See Item 2]
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

India

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

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

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Derek C. Schrier
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

-0-
SHARED VOTING POWER

6

2,806,181
SOLE DISPOSITIVE POWER

7

-0-
SHARED DISPOSITIVE POWER

8

2,806,181
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Andrew J. M. Spokes [See Item 2]
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

NUMBER OF

5 **SOLE VOTING POWER**

-0-

SHARES BENEFICIALLY

6 **SHARED VOTING POWER**

OWNED BY

2,806,181

7 **SOLE DISPOSITIVE POWER**

EACH

-0-

REPORTING PERSON WITH

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Thomas F. Steyer
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**

-0-

6 **SHARED VOTING POWER**

2,806,181

7 **SOLE DISPOSITIVE POWER**

-0-

8 **SHARED DISPOSITIVE POWER**

2,806,181

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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

1

Mark C. Wehrly
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2 **(b) [X]****

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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

-0-
SHARED VOTING POWER

6

2,806,181
SOLE DISPOSITIVE POWER

7

-0-
SHARED DISPOSITIVE POWER

8

2,806,181
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,806,181

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.6%
TYPE OF REPORTING PERSON (See Instructions)

12

IN

This Amendment No. 3 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 14, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Hercules Technology Growth Capital, Inc. (the "Company")

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

400 Hamilton Ave., Suite 310, Palo Alto, California 94301

Item 2. Identity And Background

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

This statement relates to shares of Common Stock, par value $0.001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 427096102.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

(i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;

(ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;

(iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;

(iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and

(v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Farallon Funds."

The Farallon General Partner

(vi) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

(vii) The following persons who are, or with respect to Ding (as defined below) was, managing members of the Farallon General Partner, with respect to the Shares held by the Farallon Funds: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Ashish H. Pant ("Pant"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Andrew J. M. Spokes ("Spokes"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

This Schedule 13G reports that:

(i) effective as of July 1, 2007, Pant became a managing member of the Farallon General Partner, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entity as of such date.

(ii) effective as of August 28, 2007, Spokes became a managing member of the Farallon General Partner, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entity as of such date.

(iii) effective as of September 10, 2007, Ding resigned as a managing member of the Farallon General Partner, and as such may no longer be deemed to be a beneficial owner of the securities beneficially owned by such entity as of such date.

The citizenship of each of the Farallon Funds and the Farallon General Partner is set forth above. Other than Pant and Spokes, each of the Farallon Individual Reporting Persons is a citizen of the United States. Pant is a citizen of India. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. x

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Farallon Individual Reporting Persons, other than Ding, as managing members of the Farallon General Partner with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. **Each of the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**

Item 5. Ownership Of Five Percent Or Less Of A Class

As of September 10, 2007, Ding may no longer be deemed a Reporting Person with respect to the Shares reported herein.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

Dated: January 11, 2008

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

and TINICUM PARTNERS, L.P.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of Chun R. Ding, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power of Attorney executed by each of Ding, Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer, and Wehrly authorizing Landry to sign and file this Schedule 13G on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 3	Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

EXHIBIT 3

to

SCHEDULE 13G

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 11, 2008

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

and TINICUM PARTNERS, L.P.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of Chun R. Ding, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly