
Section 1: 10-Q (10-Q)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For The Quarterly Period Ended September 30, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission File Number: 814-00702

**HERCULES TECHNOLOGY GROWTH
CAPITAL, INC.**

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Jurisdiction of
Incorporation or Organization)

**400 Hamilton Ave., Suite 310
Palo Alto, California**
(Address of Principal Executive Offices)

743113410
(IRS Employer
Identification No.)

94301
(Zip Code)

(650) 289-3060

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On November 4, 2013, there were 61,736,693 shares outstanding of the Registrant's common stock, \$0.001 par value.

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In this Quarterly Report, the “Company,” “Hercules,” “we,” “us” and “our” refer to Hercules Technology Growth Capital, Inc. and its wholly owned subsidiaries and its affiliated securitization trusts unless the context otherwise requires.

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES
(unaudited)
(dollars in thousands, except per share data)

| | September 30, 2013 | December 31, 2012 |
|--|-----------------------|----------------------|
| Assets | | |
| Investments: | | |
| Non-control/Non-affiliate investments (cost of \$965,490 and \$896,031, respectively) | \$ 970,530 | \$ 894,428 |
| Affiliate investments (cost of \$17,546 and \$18,307, respectively) | 12,897 | 11,872 |
| Total investments, at value (cost of \$983,036 and \$914,338, respectively) | 983,427 | 906,300 |
| Cash and cash equivalents | 204,993 | 182,994 |
| Restricted Cash | 3,632 | — |
| Interest receivable | 10,275 | 9,635 |
| Other assets | 25,186 | 24,714 |
| Total assets | <u>\$ 1,227,513</u> | <u>\$ 1,123,643</u> |
| Liabilities | | |
| Accounts payable and accrued liabilities | \$ 14,051 | \$ 11,575 |
| Long-term Liabilities (Convertible Senior Notes) | 72,248 | 71,436 |
| Asset-Backed Notes | 102,474 | 129,300 |
| 2019 Notes | 170,364 | 170,364 |
| Long-term SBA Debentures | 225,000 | 225,000 |
| Total liabilities | \$ 584,137 | \$ 607,675 |
| Commitments and Contingencies (Note 10) | | |
| Net assets consist of: | | |
| Common stock, par value | \$ 62 | \$ 53 |
| Capital in excess of par value | 664,650 | 564,508 |
| Unrealized appreciation/(depreciation) on investments | 1,091 | (7,947) |
| Accumulated realized losses on investments | (25,607) | (36,916) |
| Undistributed net investment income/(Distributions in excess of net investment income) | 3,180 | (3,730) |
| Total net assets | <u>\$ 643,376</u> | <u>\$ 515,968</u> |
| Total liabilities and net assets | <u>\$ 1,227,513</u> | <u>\$ 1,123,643</u> |
| Shares of common stock outstanding (\$0.001 par value, 100,000,000 authorized) | 61,756 | 52,925 |
| Net asset value per share | \$ 10.42 | \$ 9.75 |

See notes to consolidated financial statements.

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The following table presents the assets and liabilities of our consolidated securitization trust for an asset-backed notes (see Note 4), which is a variable interest entity (“VIE”). The assets of our securitization VIE can only be used to settle obligations of our consolidated securitization VIE, these liabilities are only the obligations of our consolidated securitization VIE, and the creditors (or beneficial interest holders) do not have recourse to our general credit. These assets and liabilities are included in the Consolidated Statements of Assets and Liabilities above.

| <u>(Dollars in thousands)</u> | <u>September 30,</u> <u>2013</u> | <u>December 31,</u> <u>2012</u> |
|---|-------------------------------------|------------------------------------|
| ASSETS | | |
| Restricted Cash | \$ 3,632 | \$ — |
| Total investments, at value (cost of \$189,917 and \$226,844, respectively) | <u>185,244</u> | <u>226,997</u> |
| Total assets | <u>\$ 188,876</u> | <u>\$ 226,997</u> |
| LIABILITIES | | |
| Asset-Backed Notes | \$ 102,474 | \$ 129,300 |
| Total liabilities | <u>\$ 102,474</u> | <u>\$ 129,300</u> |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per share data)

| | <u>Three Months Ended September 30,</u> | | <u>Nine Months Ended September 30,</u> | |
|---|---|-----------------|--|-----------------|
| | <u>2013</u> | <u>2012</u> | <u>2013</u> | <u>2012</u> |
| Investment income: | | | | |
| Interest Income | | | | |
| Non-Control/Non-Affiliate investments | \$ 35,623 | \$ 21,512 | \$ 93,722 | \$ 62,502 |
| Affiliate investments | 561 | 238 | 1,684 | 686 |
| Total interest income | <u>36,184</u> | <u>21,750</u> | <u>95,406</u> | <u>63,188</u> |
| Fees | | | | |
| Non-Control/Non-Affiliate investments | 4,832 | 2,150 | 11,088 | 6,936 |
| Affiliate investments | 5 | 1 | 9 | 1 |
| Total fees | <u>4,837</u> | <u>2,151</u> | <u>11,097</u> | <u>6,937</u> |
| Total investment income | <u>41,021</u> | <u>23,901</u> | <u>106,503</u> | <u>70,125</u> |
| Operating expenses: | | | | |
| Interest | 7,587 | 4,908 | 22,788 | 13,309 |
| Loan fees | 1,072 | 1,169 | 3,341 | 2,977 |
| General and administrative | 2,176 | 2,445 | 6,831 | 6,126 |
| Employee Compensation: | | | | |
| Compensation and benefits | 7,030 | 2,919 | 14,992 | 9,566 |
| Stock-based compensation | 1,596 | 1,109 | 4,349 | 3,111 |
| Total employee compensation | <u>8,626</u> | <u>4,028</u> | <u>19,341</u> | <u>12,677</u> |
| Total operating expenses | <u>19,461</u> | <u>12,550</u> | <u>52,301</u> | <u>35,089</u> |
| Net investment income | 21,560 | 11,351 | 54,202 | 35,036 |
| Net realized gain/(loss) on investments | | | | |
| Non-Control/Non-Affiliate investments | 7,125 | (9,091) | 11,309 | 2,049 |
| Total net realized gain/(loss) on investments | <u>7,125</u> | <u>(9,091)</u> | <u>11,309</u> | <u>2,049</u> |
| Net unrealized appreciation (depreciation) on investments | | | | |
| Non-Control/Non-Affiliate investments | 9,288 | 2,372 | 10,506 | (12,922) |
| Affiliate investments | (992) | 113 | (1,468) | (2,265) |
| Total net unrealized appreciation (depreciation) on investments | <u>8,296</u> | <u>2,485</u> | <u>9,038</u> | <u>(15,187)</u> |
| Total net realized (unrealized) gain (loss) | <u>15,421</u> | <u>(6,606)</u> | <u>20,347</u> | <u>(13,138)</u> |
| Net increase in net assets resulting from operations | <u>\$ 36,981</u> | <u>\$ 4,745</u> | <u>\$ 74,549</u> | <u>21,898</u> |
| Net investment income before investment gains and losses per common share: | | | | |
| Basic | <u>\$ 0.35</u> | <u>\$ 0.23</u> | <u>\$ 0.91</u> | <u>\$ 0.71</u> |
| Change in net assets per common share: | | | | |
| Basic | <u>\$ 0.61</u> | <u>\$ 0.09</u> | <u>\$ 1.26</u> | <u>\$ 0.44</u> |
| Diluted | <u>\$ 0.59</u> | <u>\$ 0.09</u> | <u>\$ 1.23</u> | <u>\$ 0.44</u> |
| Weighted average shares outstanding | | | | |
| Basic | <u>60,522</u> | <u>48,750</u> | <u>58,206</u> | <u>48,130</u> |
| Diluted | <u>60,750</u> | <u>48,808</u> | <u>58,396</u> | <u>48,237</u> |

See notes to consolidated financial statements.

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS
(unaudited)
(dollars and shares in thousands)

| | <u>Common Stock</u> | | <u>Capital in excess of par value</u> | <u>Unrealized Appreciation on Investments</u> | <u>Accumulated Realized Gains(Losses) on Investments</u> | <u>Distributions in Excess of Investment Income</u> | <u>Provision for Income Taxes on Investment Gains</u> | <u>Net Assets</u> |
|--|---------------------|------------------|---------------------------------------|---|--|---|---|-------------------|
| | <u>Shares</u> | <u>Par Value</u> | | | | | | |
| Balance at December 31, 2011 | <u>43,853</u> | <u>\$ 44</u> | <u>\$ 484,244</u> | <u>\$ (3,431)</u> | <u>\$ (43,042)</u> | <u>\$ (6,432)</u> | <u>\$ (342)</u> | <u>\$431,041</u> |
| Net increase in net assets resulting from operations | — | — | — | (15,187) | 2,049 | 35,036 | — | 21,898 |
| Issuance of common stock | 574 | 1 | 3,252 | — | — | — | — | 3,253 |
| Issuance of common stock under restricted stock plan | 530 | 1 | (1) | — | — | — | — | — |
| Issuance of common stock as stock dividend | 155 | — | 1,649 | — | — | — | — | 1,649 |
| Retired shares from net issuance | (327) | — | (4,254) | — | — | — | — | (4,254) |
| Public Offering | 5,000 | 5 | 47,649 | — | — | — | — | 47,654 |
| Dividends declared | — | — | — | — | — | (35,292) | — | (35,292) |
| Stock-based compensation | — | — | 3,168 | — | — | — | — | 3,168 |
| Balance at September 30, 2012 | <u>49,785</u> | <u>\$ 51</u> | <u>\$ 535,707</u> | <u>\$ (18,618)</u> | <u>\$ (40,993)</u> | <u>\$ (6,688)</u> | <u>\$ (342)</u> | <u>\$469,117</u> |
| Balance at December 31, 2012 | <u>52,925</u> | <u>\$ 53</u> | <u>\$ 564,508</u> | <u>\$ (7,947)</u> | <u>\$ (36,916)</u> | <u>\$ (3,388)</u> | <u>\$ (342)</u> | <u>\$515,968</u> |
| Net increase in net assets resulting from operations | — | — | — | 9,038 | 11,309 | 54,202 | — | 74,549 |
| Issuance of common stock | 1,337 | 1 | 16,542 | — | — | — | — | 16,543 |
| Issuance of common stock under restricted stock plan | 472 | 1 | (1) | — | — | — | — | — |
| Issuance of common stock as stock dividend | 142 | — | 1,923 | — | — | — | — | 1,923 |
| Retired shares from net issuance | (1,170) | (1) | (18,259) | — | — | — | — | (18,260) |
| Public Offering | 8,050 | 8 | 95,529 | — | — | — | — | 95,537 |
| Dividends declared | — | — | — | — | — | (47,292) | — | (47,292) |
| Stock-based compensation | — | — | 4,408 | — | — | — | — | 4,408 |
| Balance at September 30, 2013 | <u>61,756</u> | <u>\$ 62</u> | <u>\$ 664,650</u> | <u>\$ 1,091</u> | <u>\$ (25,607)</u> | <u>\$ 3,522</u> | <u>\$ (342)</u> | <u>\$643,376</u> |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(dollars in thousands)

| | For the Nine Months Ended September 30, | |
|---|--|------------|
| | 2013 | 2012 |
| Cash flows from operating activities: | | |
| Net increase in net assets resulting from operations. | \$ 74,549 | \$ 21,898 |
| Adjustments to reconcile net increase in net assets resulting from operations to net cash used in / provided by operating activities: | | |
| Purchase of investments | (411,515) | (302,662) |
| Principal payments received on investments | 336,438 | 165,157 |
| Proceeds from sale of investments | 29,459 | 21,265 |
| Net unrealized (appreciation) / depreciation on investments | (9,038) | 15,187 |
| Net realized gain on investments | (11,309) | (2,049) |
| Net unrealized appreciation due to lender | — | — |
| Accretion of paid-in-kind principal | (2,269) | (834) |
| Accretion of loan discounts | (4,556) | (4,221) |
| Accretion of loan discount on Convertible Senior Notes | 812 | 812 |
| Accretion of loan exit fees | (10,031) | (2,998) |
| Change in deferred loan origination revenue | 2,540 | 1,026 |
| Unearned fees related to unfunded commitments | (364) | (1,865) |
| Amortization of debt fees and issuance costs | 2,918 | 1,391 |
| Depreciation | 162 | 212 |
| Stock-based compensation and amortization of restricted stock grants | 4,408 | 3,168 |
| Common stock issued in lieu of Director compensation | — | — |
| Change in operating assets and liabilities: | | |
| Interest and fees receivable | (641) | (1,955) |
| Prepaid expenses and other assets | 570 | (938) |
| Accounts payable | (63) | 99 |
| Income tax receivable (payable) | — | — |
| Accrued liabilities | 2,588 | (1,289) |
| Net cash provided by (used in) operating activities | 4,658 | (88,596) |
| Cash flows from investing activities: | | |
| Purchases of capital equipment | (240) | (85) |
| Investment in restricted cash | (3,632) | — |
| Other long-term assets | (30) | — |
| Net cash used in investing activities | (3,902) | (85) |
| Cash flows from financing activities: | | |
| Proceeds from issuance of common stock, net | 93,443 | 46,594 |
| Stock repurchase program | — | — |
| Dividends paid | (45,368) | (33,643) |
| Issuance of Notes Payable | — | 159,490 |
| Borrowings of credit facilities | — | 39,250 |
| Repayments of credit facilities | (26,832) | (74,303) |
| Issuance of Class A2 Notes | — | — |
| Cash paid for debt issuance costs | — | (6,088) |
| Fees paid for credit facilities and debentures | — | — |
| Net cash provided by financing activities | 21,243 | 131,300 |
| Net increase in cash and cash equivalents | 21,999 | 42,619 |
| Cash and cash equivalents at beginning of period | 182,994 | 64,474 |
| Cash and cash equivalents at end of period | \$ 204,993 | \$ 107,093 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.

CONSOLIDATED SCHEDULE OF INVESTMENTS

September 30, 2013

(unaudited)

(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|--|---------------------|---------------------------|----------------------|---|-------------------------|--------------|---------------|
| Loan | | | | | | | |
| Biotechnology Tools | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Cleveland BioLabs, Inc ⁽³⁾ | Biotechnology Tools | Senior Secured | January 2017 | Interest rate PRIME + 6.20% or Floor rate of 10.45% | \$ 6,000 | \$ 5,865 | \$ 5,865 |
| Labcyte, Inc. ⁽¹¹⁾ | Biotechnology Tools | Senior Secured | June 2016 | Interest rate PRIME + 6.70% or Floor rate of 9.95% | \$ 4,640 | <u>4,655</u> | <u>4,628</u> |
| Subtotal: 1-5 Years Maturity | | | | | | | <u>10,520</u> |
| Subtotal: Biotechnology Tools (1.63%)* | | | | | | | <u>10,520</u> |
| Clean Tech | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| Brightsource Energy, Inc. | Clean Tech | Senior Secured | January 2014 | Interest rate PRIME + 8.25% or Floor rate of 11.50% | \$ 35,000 | 35,398 | 35,398 |
| Enphase Energy, Inc. ⁽¹¹⁾ | Clean Tech | Senior Secured | June 2014 | Interest rate PRIME + 5.75% or Floor rate of 9.00% | \$ 1,947 | <u>1,981</u> | <u>1,963</u> |
| Subtotal: Under 1 Year Maturity | | | | | | | <u>37,379</u> |
| 1-5 Years Maturity | | | | | | | |
| Agrivida, Inc. | Clean Tech | Senior Secured | December 2016 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 6,000 | 5,835 | 5,835 |
| Alphabet Energy, Inc. | Clean Tech | Senior Secured | February 2015 | Interest rate PRIME + 5.75% or Floor rate of 9.00% | \$ 1,340 | 1,296 | 1,296 |
| American Superconductor Corporation ⁽³⁾⁽¹¹⁾ | Clean Tech | Senior Secured | December 2014 | Interest rate PRIME + 7.25% or Floor rate of 11.00% | \$ 5,769 | 6,073 | 6,073 |
| APTwater, Inc | Clean Tech | Senior Secured | April 2017 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 18,000 | 17,756 | 17,756 |
| BioAmber, Inc. ⁽⁵⁾⁽¹⁰⁾ | Clean Tech | Senior Secured | June 2016 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 25,000 | 24,835 | 24,835 |
| Enphase Energy, Inc. | Clean Tech | Senior Secured | August 2016 | Interest rate PRIME + 8.25% or Floor rate of 11.50% | \$ 7,400 | 7,396 | 7,281 |
| Fluidic, Inc. | Clean Tech | Senior Secured | March 2016 | Interest rate PRIME + 8.00% or Floor rate of 11.25% | \$ 5,000 | 4,884 | 4,884 |
| Fulcrum Bioenergy, Inc. ⁽¹¹⁾ | Clean Tech | Senior Secured | November 2016 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 10,000 | 9,907 | 9,907 |
| Glori Energy, Inc. ⁽¹¹⁾ | Clean Tech | Senior Secured | June 2015 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 6,222 | 6,289 | 6,305 |
| Polyera Corporation | Clean Tech | Senior Secured | June 2016 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 3,000 | 3,008 | 2,925 |
| SCIEnergy, Inc. ⁽⁴⁾ | Clean Tech | Senior Secured | September 2015 | Interest rate PRIME + 8.75% or Floor rate of 12.00% | \$ 4,805 | 4,863 | 4,928 |
| Scifiniti (pka Integrated Photovoltaics, Inc.) | Clean Tech | Senior Secured | February 2015 | Interest rate PRIME + 7.38% or Floor rate of 10.63% | \$ 1,751 | 1,723 | 1,702 |
| Stion Corporation ⁽⁴⁾ | Clean Tech | Senior Secured | February 2015 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 5,102 | 5,274 | 5,168 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment | Maturity Date | Interest Rate and Floor | Principal Amount | Cost | Value |
|--|-----------------------------|--------------------|----------------|--|------------------|----------------|----------------|
| TAS Energy, Inc. | Clean Tech | Senior Secured | February 2015 | Interest rate PRIME + 6.25% or Floor rate of 9.50% | \$ 4,503 | \$ 4,344 | \$ 4,306 |
| TAS Energy, Inc. | Clean Tech | Senior Secured | February 2015 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 15,000 | <u>15,028</u> | <u>15,261</u> |
| Total TAS Energy, Inc. | | | | | | 19,372 | 19,567 |
| TPI Composites, Inc. | Clean Tech | Senior Secured | June 2016 | Interest rate PRIME + 8.00% or Floor rate of 11.25% | \$ 15,000 | <u>14,771</u> | <u>14,770</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>133,282</u> | <u>133,232</u> |
| Subtotal: Clean Tech (26.52%)* | | | | | | <u>170,661</u> | <u>170,593</u> |
| Communications & Networking | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Bridgewave Communications ⁽⁸⁾ | Communications & Networking | Senior Secured | March 2016 | Interest rate FIXED + 8.00%, PIK Interest 8.00% | \$ 7,753 | 7,433 | 2,007 |
| OpenPeak, Inc. ⁽¹¹⁾ | Communications & Networking | Senior Secured | July 2015 | Interest rate PRIME + 8.75% or Floor rate of 12.00% | \$ 11,440 | 11,984 | 11,984 |
| PointOne ⁽⁸⁾ | Communications & Networking | Senior Secured | January 2017 | Interest rate LIBOR + 11.00% or Floor rate of 13.50% | \$ 2,128 | 2,128 | — |
| PointOne ⁽⁸⁾ | Communications & Networking | Senior Secured | April 2015 | Interest rate LIBOR + 11.00% or Floor rate of 13.50% | \$ — | (100) | 100 |
| PointOne ⁽⁸⁾ | Communications & Networking | Senior Secured | September 2015 | Interest rate LIBOR + 11.00% or Floor rate of 13.50% | \$ — | (4) | — |
| Total PointOne | | | | | | 2,024 | 100 |
| Spring Mobile Solutions | Communications & Networking | Senior Secured | November 2016 | Interest rate PRIME + 8.00% or Floor rate of 11.25% | \$ 20,000 | <u>19,553</u> | <u>19,835</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>40,994</u> | <u>33,926</u> |
| Subtotal: Communications & Networking (5.27%) | | | | | | <u>40,994</u> | <u>33,926</u> |
| Diagnostic | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Tethys Bioscience, Inc. ⁽⁸⁾⁽¹¹⁾ | Diagnostic | Senior Secured | December 2015 | Interest rate PRIME + 8.40% or Floor rate of 11.65% | \$ 4,032 | <u>4,242</u> | <u>1,033</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>4,242</u> | <u>1,033</u> |
| Subtotal: Diagnostic (0.16%)* | | | | | | <u>4,242</u> | <u>1,033</u> |
| Drug Delivery | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| Alexza Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Senior Secured | October 2013 | Interest rate PRIME + 6.50% or Floor rate of 10.75% | \$ 561 | <u>1,003</u> | <u>1,003</u> |
| Subtotal: Under 1 Year Maturity | | | | | | <u>1,003</u> | <u>1,003</u> |
| 1-5 Years Maturity | | | | | | | |
| AcelRx Pharmaceuticals, Inc. ⁽³⁾⁽¹¹⁾ | Drug Delivery | Senior Secured | December 2014 | Interest rate PRIME + 3.25% or Floor rate of 8.50% | \$ 5,278 | 5,327 | 5,240 |
| AcelRx Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Senior Secured | December 2014 | Interest rate PRIME + 3.25% or Floor rate of 8.50% | \$ 5,278 | <u>5,317</u> | <u>5,228</u> |
| Total AcelRx Pharmaceuticals, Inc. | | | | | | 10,644 | 10,468 |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|---|------------------------------|---------------------------|----------------------|---|-------------------------|---------------|---------------|
| BIND Therapeutics, Inc. ⁽³⁾ | Drug Delivery | Senior Secured | September 2016 | Interest rate PRIME + 7.00% or Floor rate of 10.25% | \$ 4,500 | \$ 4,391 | \$ 4,391 |
| Intelliject, Inc. ⁽¹¹⁾ | Drug Delivery | Senior Secured | June 2016 | Interest rate PRIME + 5.75% or Floor rate of 11.00% | \$ 15,000 | 15,013 | 15,269 |
| NuPathe, Inc. ⁽³⁾ | Drug Delivery | Senior Secured | May 2016 | Interest rate PRIME +3.25% or Floor rate of 9.85% | \$ 8,500 | 8,326 | 8,293 |
| Revanche Therapeutics, Inc. | Drug Delivery | Senior Secured | March 2015 | Interest rate PRIME + 6.60% or Floor rate of 9.85% | \$ 1,161 | 1,189 | 1,160 |
| Revanche Therapeutics, Inc. | Drug Delivery | Senior Secured | March 2015 | Interest rate PRIME + 6.60% or Floor rate of 9.85% | \$ 11,607 | 11,785 | 11,600 |
| Total Revanche Therapeutics, Inc. | | | | | | 12,974 | 12,760 |
| Subtotal: 1-5 Years Maturity | | | | | | <u>51,348</u> | <u>51,181</u> |
| Subtotal: Drug Delivery (8.11%)* | | | | | | <u>52,351</u> | <u>52,184</u> |
| Drug Discovery & Development | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| ADMA Biologics, Inc. | Drug Discovery & Development | Senior Secured | April 2016 | Interest rate PRIME +2.75% or Floor rate of 8.50% | \$ 5,000 | 4,921 | 4,756 |
| Anacor Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | July 2017 | Interest rate PRIME + 6.40% or Floor rate of 11.65% | \$ 15,000 | 14,498 | 14,498 |
| Anacor Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | July 2017 | Interest rate PRIME + 6.40% or Floor rate of 11.65% | \$ 15,000 | 14,498 | 14,498 |
| Total Anacor Pharmaceuticals, Inc. | | | | | | 28,996 | 28,996 |
| Aveo Pharmaceuticals, Inc. ⁽³⁾⁽¹¹⁾ | Drug Discovery & Development | Senior Secured | September 2015 | Interest rate PRIME + 7.15% or Floor rate of 11.90% | \$ 10,348 | 10,348 | 10,452 |
| Aveo Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | September 2015 | Interest rate PRIME + 7.15% or Floor rate of 11.90% | \$ 11,492 | 11,492 | 11,607 |
| Total Aveo Pharmaceuticals, Inc. | | | | | | 21,840 | 22,059 |
| Cell Therapeutics, Inc. ⁽³⁾⁽¹¹⁾ | Drug Discovery & Development | Senior Secured | October 2016 | Interest rate PRIME + 9.00% or Floor rate of 12.25% | \$ 10,000 | 9,889 | 10,091 |
| Cempra, Inc. ⁽³⁾⁽¹¹⁾ | Drug Discovery & Development | Senior Secured | June 2017 | Interest rate PRIME + 6.30% or Floor rate of 9.55% | \$ 9,762 | 9,592 | 9,456 |
| Cempra, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | June 2017 | Interest rate PRIME + 6.30% or Floor rate of 9.55% | \$ 5,238 | 5,147 | 5,075 |
| Total Cempra, Inc. | | | | | | 14,739 | 14,531 |
| Concert Pharmaceuticals, Inc. ⁽⁴⁾ | Drug Discovery & Development | Senior Secured | October 2015 | Interest rate PRIME + 3.25% or Floor rate of 8.50% | \$ 16,967 | 16,764 | 16,270 |
| Coronado Biosciences, Inc. ⁽³⁾⁽¹¹⁾ | Drug Discovery & Development | Senior Secured | March 2016 | Interest rate PRIME + 6.00% or Floor rate of 9.25% | \$ 15,000 | 14,993 | 14,606 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Senior Secured | January 2015 | Interest rate PRIME + 4.40% or Floor rate of 10.15% | \$ 6,101 | 6,048 | 5,970 |
| Insmed, Incorporated ⁽¹¹⁾ | Drug Discovery & Development | Senior Secured | January 2016 | Interest rate PRIME + 4.75% or Floor rate of 9.25% | \$ 10,000 | 9,888 | 9,782 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|---|---------------------------------|---------------------------|----------------------|--|-------------------------|----------------|----------------|
| Insmed, Incorporated | Drug Discovery & Development | Senior Secured | January 2016 | Interest rate PRIME + 4.75% or Floor rate of 9.25% | \$ 10,000 | \$ 9,807 | \$ 9,701 |
| Total Insmed, Incorporated | | | | | | 19,695 | 19,483 |
| Merrimack Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | May 2016 | Interest rate PRIME + 5.30% or Floor rate of 10.55% | \$ 40,000 | 40,175 | 39,239 |
| Neuralstem, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Secured | June 2016 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 8,000 | 7,800 | 7,904 |
| Paratek Pharmaceuticals, Inc. ⁽⁹⁾ | Drug Discovery & Development | Senior Secured | N/A | Interest rate FIXED + 10.00% | \$ 36 | 36 | 36 |
| Paratek Pharmaceuticals, Inc. ⁽⁹⁾ | Drug Discovery & Development | Senior Secured | N/A | N/A | \$ 28 | 28 | 28 |
| Paratek Pharmaceuticals, Inc. ⁽⁹⁾ | Drug Discovery & Development | Senior Secured | N/A | Interest rate FIXED + 10.00% | \$ 45 | 45 | 45 |
| Total Paratek Pharmaceuticals, Inc. uniQure B.V. ⁽⁵⁾⁽¹⁰⁾ | Drug Discovery & Development | Senior Secured | October 2016 | Interest rate PRIME + 8.60% or Floor rate of 11.85% | \$10,000 | 9,660 | 9,660 |
| Subtotal: 1-5 Years Maturity | | | | | | <u>195,629</u> | <u>193,674</u> |
| Subtotal: Drug Discovery & Development (30.10%)* | | | | | | <u>195,629</u> | <u>193,674</u> |
| Electronics & Computer Hardware | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Clustrix, Inc. | Electronics & Computer Hardware | Senior Secured | December 2015 | Interest rate PRIME + 6.50% or Floor rate of 9.75% | \$ 582 | 577 | 577 |
| Identive ⁽³⁾⁽¹¹⁾ | Electronics & Computer Hardware | Senior Secured | November 2015 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 6,621 | 6,524 | 6,609 |
| OCZ Technology Group, Inc. | Electronics & Computer Hardware | Senior Secured | April 2016 | Interest rate PRIME + 8.75% or Floor rate 12.50%, PIK Interest 3.00% | \$ 10,121 | 11,624 | 11,624 |
| Plures Technologies, Inc. ⁽³⁾ | Electronics & Computer Hardware | Senior Secured | October 2016 | Interest rate PRIME + 12.75% or Floor rate 16.00%, PIK Interest 4.00% | \$ 2,026 | 1,926 | 1,926 |
| Subtotal: 1-5 Years Maturity | | | | | | <u>20,651</u> | <u>20,736</u> |
| Subtotal: Electronics & Computer Hardware (3.22%)* | | | | | | <u>20,651</u> | <u>20,736</u> |
| Healthcare Services, Other | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| InstaMed Communications, LLC | Healthcare Services, Other | Senior Secured | December 2016 | Interest rate PRIME + 7.25% or Floor rate of 10.50% | \$ 3,000 | 2,950 | 2,950 |
| MDEverywhere, Inc. | Healthcare Services, Other | Senior Secured | June 2016 | Interest rate LIBOR + 9.50% or Floor rate of 10.75% | \$ 2,000 | 1,871 | 1,871 |
| Orion Healthcorp, Inc. | Healthcare Services, Other | Senior Secured | June 2017 | Interest rate LIBOR + 10.50% or Floor rate of 12.00%, PIK Interest 3.00% | \$ 6,541 | 6,410 | 6,410 |
| Orion Healthcorp, Inc. | Healthcare Services, Other | Senior Secured | June 2016 | Interest rate LIBOR + 8.25% or Floor rate of 9.50% | \$ 2,000 | 461 | 461 |
| Orion Healthcorp, Inc. | Healthcare Services, Other | Senior Secured | June 2017 | Interest rate LIBOR + 9.50% or Floor rate of 11.00% | \$ 9,000 | 8,823 | 8,823 |
| Total Orion Healthcorp, Inc. | | | | | | 15,694 | 15,694 |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|--|---------------------------------------|---------------------------|----------------------|---|-------------------------|---------------|---------------|
| Pacific Child & Family Associates | Healthcare Services, Other | Senior Secured | January 2015 | Interest rate LIBOR + 9.00% or Floor rate of 11.50% | \$ 2,104 | \$ 2,159 | \$ 2,117 |
| Pacific Child & Family Associates | Healthcare Services, Other | Senior Secured | January 2015 | Interest rate LIBOR + 11.00% or Floor rate 14.00%, PIK Interest 3.75% | \$ 6,772 | 6,790 | 6,687 |
| Total Pacific Child & Family Associates | | | | | | 8,949 | 8,804 |
| Subtotal: 1-5 Years Maturity | | | | | | <u>29,464</u> | <u>29,320</u> |
| Subtotal: Healthcare Services, Other (4.56%)* | | | | | | <u>29,464</u> | <u>29,320</u> |
| Information Services | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Eccentex Corporation ⁽¹¹⁾ | Information Services | Senior Secured | May 2015 | Interest rate PRIME + 7.00% or Floor rate of 10.25% | \$ 763 | 759 | 370 |
| InXpo, Inc. | Information Services | Senior Secured | April 2016 | Interest rate PRIME + 7.50% or Floor rate of 10.75% | \$ 2,550 | 2,467 | 2,337 |
| Jab Wireless, Inc. | Information Services | Senior Secured | November 2017 | Interest rate PRIME + 6.75% or Floor rate of 8.00% | \$ 2,000 | 1,996 | 1,996 |
| Jab Wireless, Inc. | Information Services | Senior Secured | November 2017 | Interest rate PRIME + 6.75% or Floor rate of 8.00% | \$ 7,574 | 7,526 | 7,526 |
| Jab Wireless, Inc. | Information Services | Senior Secured | November 2017 | Interest rate PRIME + 6.75% or Floor rate of 8.00% | \$ 22,426 | <u>22,286</u> | <u>22,286</u> |
| Total Jab Wireless, Inc. | | | | | | 31,808 | 31,808 |
| Womensforum.com ⁽¹¹⁾ | Information Services | Senior Secured | October 2016 | Interest rate LIBOR + 6.50% or Floor rate of 9.25% | \$ 7,200 | 7,080 | 6,772 |
| Womensforum.com ⁽¹¹⁾ | Information Services | Senior Secured | October 2016 | Interest rate LIBOR + 7.50% or Floor rate of 10.25%, PIK Interest 2.00% | \$ 4,592 | <u>4,515</u> | <u>4,151</u> |
| Total Womensforum.com | | | | | | <u>11,595</u> | <u>10,923</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>46,629</u> | <u>45,437</u> |
| Subtotal: Information Services (7.06%)* | | | | | | <u>46,629</u> | <u>45,437</u> |
| Internet Consumer & Business Services | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| Tectura Corporation | Internet Consumer & Business Services | Senior Secured | December 2013 | Interest rate LIBOR + 10.00% or Floor rate of 13.00% | \$ 563 | 563 | 563 |
| Tectura Corporation | Internet Consumer & Business Services | Senior Secured | December 2013 | Interest rate LIBOR + 10.00% or Floor rate of 13.00% | \$ 6,468 | 6,461 | 6,461 |
| Tectura Corporation | Internet Consumer & Business Services | Senior Secured | December 2013 | Interest rate LIBOR + 8.00% or Floor rate of 11.00% | \$ 18,312 | 18,276 | 18,276 |
| Tectura Corporation | Internet Consumer & Business Services | Senior Secured | December 2013 | Interest rate LIBOR + 10.00% or Floor rate of 13.00% | \$ 5,000 | <u>6,870</u> | <u>6,870</u> |
| Total Tectura Corporation | | | | | | <u>32,170</u> | <u>32,170</u> |
| Subtotal: Under 1 Year Maturity | | | | | | <u>32,170</u> | <u>32,170</u> |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment | Maturity Date | Interest Rate and Floor | Principal Amount | Cost | Value |
|----------------------------------|---------------------------------------|--------------------|----------------|---|------------------|---------------|---------------|
| I-5 Years Maturity | | | | | | | |
| Ahhha, Inc. ⁽⁸⁾ | Internet Consumer & Business Services | Senior Secured | January 2015 | Interest rate FIXED + 12.00% | \$ 350 | \$ 346 | \$ — |
| Blurb, Inc. | Internet Consumer & Business Services | Senior Secured | December 2015 | Interest rate PRIME + 5.25% or Floor rate of 8.50% | \$ 7,069 | 6,900 | 6,812 |
| CashStar, Inc. | Internet Consumer & Business Services | Senior Secured | June 2016 | Interest rate PRIME + 6.25% or Floor rate 10.50%, PIK Interest 1.00% | \$ 4,008 | 3,921 | 3,921 |
| Education Dynamics | Internet Consumer & Business Services | Senior Secured | March 2016 | Interest rate FIXED + 12.50%, PIK Interest 1.50% | \$ 17,765 | 17,484 | 17,025 |
| Education Dynamics | Internet Consumer & Business Services | Senior Secured | March 2016 | Interest rate FIXED +12.50%, PIK Interest 1.50% | \$ 7,822 | 7,684 | 7,482 |
| Total Education Dynamics | | | | | | 25,168 | 24,507 |
| Gazelle | Internet Consumer & Business Services | Senior Secured | April 2016 | Interest rate PRIME + 7.00% or Floor rate 10.25%, PIK Interest 2.50% | \$ 12,287 | 12,190 | 12,433 |
| Gazelle | Internet Consumer & Business Services | Senior Secured | October 2014 | Interest rate PRIME + 6.50% or Floor rate of 9.75% | \$ 754 | 724 | 739 |
| Total Gazelle | | | | | | 12,914 | 13,172 |
| Just Fabulous, Inc. | Internet Consumer & Business Services | Senior Secured | August 2016 | Interest rate PRIME + 8.00% or Floor rate of 11.25% | \$ 5,000 | 4,581 | 4,581 |
| Just Fabulous, Inc. | Internet Consumer & Business Services | Senior Secured | February 2017 | Interest rate PRIME + 8.25% or Floor rate of 11.50% | \$ 5,000 | 4,806 | 4,806 |
| Total Just Fabulous, Inc. | | | | | | 9,387 | 9,387 |
| Just.Me, Inc. ⁽⁸⁾ | Internet Consumer & Business Services | Senior Secured | June 2015 | Interest rate PRIME + 5.00% or Floor rate of 8.25% | \$ 662 | 650 | — |
| Just.Me, Inc. ⁽⁸⁾ | Internet Consumer & Business Services | Senior Secured | June 2015 | Interest rate PRIME + 5.25% or Floor rate of 5.75% | \$ 661 | 653 | — |
| Total Just.Me, Inc. | | | | | | 1,303 | — |
| NetPlenish ⁽⁸⁾ | Internet Consumer & Business Services | Senior Secured | April 2015 | Interest rate FIXED + 10.00% | \$ 483 | 475 | — |
| Reply! Inc. | Internet Consumer & Business Services | Senior Secured | February 2016 | Interest rate PRIME + 7.25% or Floor rate of 10.50%, PIK Interest 2.00% | \$ 3,015 | 3,021 | 3,111 |
| Reply! Inc. ⁽¹¹⁾ | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate PRIME + 6.88% or Floor rate of 10.13%, PIK Interest 2.00% | \$ 10,295 | 10,095 | 10,198 |
| Reply! Inc. ⁽¹¹⁾ | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate PRIME + 7.25% or Floor rate of 11.00%, PIK Interest 2.00% | \$ 2,010 | 2,014 | 2,054 |
| Total Reply! Inc. | | | | | | 15,130 | 15,363 |
| ShareThis, Inc. | Internet Consumer & Business Services | Senior Secured | June 2016 | Interest rate PRIME + 7.50% or Floor rate of 10.75% | \$ 15,000 | 14,503 | 14,575 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment | Maturity Date | Interest Rate and Floor | Principal Amount | Cost | Value |
|--|---------------------------------------|--------------------|----------------|---|------------------|----------------|----------------|
| Trulia, Inc. ⁽³⁾⁽¹¹⁾ | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate PRIME + 5.50% or Floor rate of 8.75% | \$ 4,090 | \$ 4,047 | \$ 3,898 |
| Trulia, Inc. ⁽³⁾⁽¹¹⁾ | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate PRIME + 2.75% or Floor rate of 6.00% | \$ 4,062 | <u>4,020</u> | <u>3,973</u> |
| Total Trulia, Inc. | | | | | | 8,067 | 7,871 |
| Vaultlogix | Internet Consumer & Business Services | Senior Secured | September 2016 | Interest rate LIBOR + 8.50% or Floor rate 10.00%, PIK Interest 2.50% | \$ 7,932 | 7,869 | 7,390 |
| Vaultlogix | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate LIBOR + 7.00% or Floor rate of 8.50% | \$ 8,242 | <u>8,230</u> | <u>7,797</u> |
| Total Vaultlogix | | | | | | 16,099 | 15,187 |
| WaveMarket, Inc. ⁽¹¹⁾ | Internet Consumer & Business Services | Senior Secured | September 2015 | Interest rate PRIME + 5.75% or Floor rate of 9.50% | \$ 10,000 | <u>9,914</u> | <u>9,754</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>124,127</u> | <u>120,549</u> |
| Subtotal: Internet Consumer & Business Services (23.74%)* | | | | | | <u>156,297</u> | <u>152,719</u> |
| Media/Content/Info | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Westwood One | Media/Content/Info | Senior Secured | October 2016 | Interest rate LIBOR + 6.50% or Floor rate of 8.00% | \$ 5,113 | 4,824 | 4,824 |
| Westwood One | Media/Content/Info | Senior Secured | October 2016 | Interest rate LIBOR + 6.50% or Floor rate of 8.00% | \$ 12,782 | <u>11,951</u> | <u>11,951</u> |
| Total Westwood One | | | | | | 16,775 | 16,775 |
| Zoom Media and Marketing | Media/Content/Info | Senior Secured | December 2014 | Interest rate PRIME + 5.25% or Floor rate of 8.50% | \$ 4,000 | 3,820 | 3,727 |
| Zoom Media and Marketing | Media/Content/Info | Senior Secured | December 2015 | Interest rate PRIME + 7.25% or Floor rate 10.50%, PIK Interest 3.75% | \$ 4,695 | <u>4,488</u> | <u>4,423</u> |
| Total Zoom Media and Marketing | | | | | | <u>8,308</u> | <u>8,150</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>25,083</u> | <u>24,925</u> |
| Subtotal: Media/Content/Info (3.87%) | | | | | | <u>25,083</u> | <u>24,925</u> |
| Medical Devices & Equipment | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| Novasys Medical, Inc. ⁽⁹⁾ | Medical Devices & Equipment | Senior Secured | June 2013 | Interest rate FIXED of + 8.00% | \$ 35 | 34 | 34 |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Devices & Equipment | Senior Secured | December 2013 | Interest rate PRIME + 8.20% or Floor rate of 11.45% | \$ 8,260 | 9,704 | 9,704 |
| Oraya Therapeutics, Inc. ⁽⁹⁾ | Medical Devices & Equipment | Senior Secured | December 2013 | Interest rate FIXED + 7.00% | \$ 500 | <u>500</u> | <u>500</u> |
| Subtotal: Under 1 Year Maturity | | | | | | <u>10,238</u> | <u>10,238</u> |
| 1-5 Years Maturity | | | | | | | |
| Home Dialysis Plus | Medical Devices & Equipment | Senior Secured | April 2017 | Interest rate PRIME + 6.35% or Floor rate of 9.60% | \$ 10,000 | 9,661 | 9,661 |
| Lanx, Inc. | Medical Devices & Equipment | Senior Secured | October 2015 | Interest rate (PRIME - 5.25%) + 9.60% or Floor rate of 10.25% | \$ 5,500 | 5,280 | 5,138 |
| Lanx, Inc. | Medical Devices & Equipment | Senior Secured | October 2016 | Interest rate PRIME + 8.50% or Floor rate of 11.75%, PIK Interest 2.00% | \$ 13,184 | <u>12,835</u> | <u>13,092</u> |
| Total Lanx, Inc. | | | | | | 18,115 | 18,230 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|--|-----------------------------|---------------------------|----------------------|--|-------------------------|---------------|---------------|
| Medrobotics Corporation | Medical Devices & Equipment | Senior Secured | March 2016 | Interest rate PRIME + 7.85% or Floor rate of 11.10% | \$ 5,000 | \$ 4,877 | \$ 4,898 |
| NinePoint Medical, Inc. | Medical Devices & Equipment | Senior Secured | January 2016 | Interest rate PRIME + 5.85% or Floor rate of 9.10% | \$ 6,585 | 6,499 | 6,367 |
| Oraya Therapeutics, Inc. ⁽¹¹⁾ | Medical Devices & Equipment | Senior Secured | September 2015 | Interest rate PRIME + 5.50% or Floor rate of 10.25% | \$ 7,971 | 7,862 | 8,001 |
| SonaCare Medical | Medical Devices & Equipment | Senior Secured | April 2016 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 4,000 | 3,930 | 3,785 |
| SonaCare Medical ⁽¹¹⁾ | Medical Devices & Equipment | Senior Secured | April 2016 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 6,000 | <u>6,031</u> | <u>5,805</u> |
| Total SonaCare Medical | | | | | | 9,961 | 9,590 |
| United Orthopedic Group, Inc. | Medical Devices & Equipment | Senior Secured | July 2016 | Interest rate PRIME + 8.60% or Floor rate of 11.85% | \$ 25,000 | <u>24,401</u> | <u>25,151</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>81,375</u> | <u>81,898</u> |
| Subtotal: Medical Devices & Equipment (14.32%)* | | | | | | <u>91,613</u> | <u>92,136</u> |
| Semiconductors | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Achronix Semiconductor Corporation | Semiconductors | Senior Secured | January 2015 | Interest rate PRIME + 10.60% or Floor rate of 13.85% | \$ 1,247 | 1,232 | 1,207 |
| SiTime Corporation | Semiconductors | Senior Secured | September 2016 | Interest rate PRIME + 6.50% or Floor rate of 9.75% | \$ 3,500 | <u>3,442</u> | <u>3,442</u> |
| Subtotal: 1-5 Years Maturity | | | | | | <u>4,674</u> | <u>4,649</u> |
| Subtotal: Semiconductors (0.72%)* | | | | | | <u>4,674</u> | <u>4,649</u> |
| Software | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| Clickfox, Inc. | Software | Senior Secured | September 2014 | Interest rate PRIME + 6.75% or Floor rate of 10.00% | \$ 2,000 | 1,972 | 1,972 |
| Tada Innovations, Inc. ⁽⁸⁾ | Software | Senior Secured | October 2013 | Interest rate FIXED + 8.00% | \$ 100 | <u>100</u> | <u>—</u> |
| Subtotal: Under 1 Year Maturity | | | | | | <u>2,072</u> | <u>1,972</u> |
| 1-5 Years Maturity | | | | | | | |
| Clickfox, Inc. | Software | Senior Secured | November 2015 | Interest rate PRIME + 8.25% or Floor rate of 11.50% | \$ 6,511 | 6,120 | 6,120 |
| EndPlay, Inc. | Software | Senior Secured | August 2015 | Interest rate PRIME + 7.35% or Floor rate of 10.60% | \$ 1,802 | 1,720 | 1,623 |
| Hillcrest Laboratories, Inc. | Software | Senior Secured | July 2015 | Interest rate PRIME + 7.50% or Floor rate of 10.75% | \$ 3,039 | 3,000 | 3,006 |
| KXEN, Inc. ⁽⁴⁾ | Software | Senior Secured | January 2015 | Interest rate PRIME + 5.08% or Floor rate of 8.33% | \$ 1,545 | 1,622 | 1,622 |
| Mobile Posse, Inc. | Software | Senior Secured | December 2016 | Interest rate PRIME + 7.50% or Floor rate of 10.75% | \$ 4,000 | 3,845 | 3,845 |
| Neos Geosolutions, Inc. | Software | Senior Secured | May 2016 | Interest rate PRIME + 5.75% or Floor rate of 10.50% | \$ 4,000 | 4,010 | 3,895 |
| StartApp | Software | Senior Secured | March 2017 | Interest rate PRIME + 7.75% or Floor rate of 11.00% | \$ 2,500 | 2,488 | 2,488 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Maturity Date</u> | <u>Interest Rate and Floor</u> | <u>Principal Amount</u> | <u>Cost</u> | <u>Value</u> |
|---|---------------------------|---------------------------|----------------------|---|-------------------------|-------------|--------------|
| Touchcommerce, Inc. | Software | Senior Secured | June 2017 | Interest rate PRIME + 6.00% or Floor rate of 10.25% | \$ 5,000 | \$ 4,686 | \$ 4,686 |
| Touchcommerce, Inc. | Software | Senior Secured | December 2014 | Interest rate PRIME + 2.25% or Floor rate of 6.50% | \$ 3,111 | 3,060 | 3,060 |
| Total Touchcommerce, Inc. | | | | | | 7,746 | 7,746 |
| Subtotal: 1-5 Years Maturity | | | | | | 30,551 | 30,345 |
| Subtotal: Software (5.02%)* | | | | | | 32,623 | 32,317 |
| Specialty Pharmaceuticals | | | | | | | |
| Under 1 Year Maturity | | | | | | | |
| QuatRx Pharmaceuticals Company ⁽⁹⁾ | Specialty Pharmaceuticals | Senior Secured | March 2014 | Interest rate FIXED + 8.00% | \$ 82 | 82 | 267 |
| QuatRx Pharmaceuticals Company ⁽⁹⁾ | Specialty Pharmaceuticals | Senior Secured | March 2014 | Interest rate FIXED + 8.00% | \$ 556 | 556 | 920 |
| QuatRx Pharmaceuticals Company ⁽⁹⁾ | Specialty Pharmaceuticals | Senior Secured | March 2014 | Interest rate FIXED + 8.00% | \$ 1,250 | 1,250 | 2,071 |
| Total QuatRx Pharmaceuticals Company | | | | | | 1,888 | 3,258 |
| Subtotal: Under 1 Year Maturity | | | | | | 1,888 | 3,258 |
| 1-5 Years Maturity | | | | | | | |
| Rockwell Medical, Inc. | Specialty Pharmaceuticals | Senior Secured | December 2016 | Interest rate PRIME + 9.25% or Floor rate of 12.50% | \$ 20,000 | 19,919 | 19,919 |
| Subtotal: 1-5 Years Maturity | | | | | | 19,919 | 19,919 |
| Subtotal: Specialty Pharmaceuticals (3.60%)* | | | | | | 21,807 | 23,177 |
| Surgical Devices | | | | | | | |
| 1-5 Years Maturity | | | | | | | |
| Transmedics, Inc. ⁽¹¹⁾ | Surgical Devices | Senior Secured | November 2015 | Interest rate FIXED + 12.95% | \$ 7,250 | 7,174 | 7,174 |
| Subtotal: 1-5 Years Maturity | | | | | | 7,174 | 7,174 |
| Subtotal: Surgical Devices (1.12%)* | | | | | | 7,174 | 7,174 |
| Total Debt (139.03%)* | | | | | | 910,412 | 894,493 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|--|------------------------------|---------------------------|--------------------|---------------|--------------|--------------|
| Equity | | | | | | |
| Biotechnology Tools | | | | | | |
| NuGEN Technologies, Inc. | Biotechnology Tools | Equity | Preferred Series C | 189,394 | \$ 500 | \$ 691 |
| Subtotal: Biotechnology Tools (0.11%)* | | | | | 500 | 691 |
| Communications & Networking | | | | | | |
| GlowPoint, Inc. ⁽³⁾ | Communications & Networking | Equity | Common Stock | 114,192 | 102 | 153 |
| Peerless Network, Inc. | Communications & Networking | Equity | Preferred Series A | 1,000,000 | 1,000 | 3,046 |
| Stoke, Inc. | Communications & Networking | Equity | Preferred Series E | 152,905 | 500 | 685 |
| Subtotal: Communications & Networking (0.60%)* | | | | | 1,602 | 3,884 |
| Consumer & Business Products | | | | | | |
| Caivis Acquisition Corporation | Consumer & Business Products | Equity | Common Stock | 295,861 | 819 | 598 |
| IPA Holdings, LLC | Consumer & Business Products | Equity | LLC Interest | 500,000 | 500 | 564 |
| Market Force Information, Inc. | Consumer & Business Products | Equity | Preferred Series B | 187,970 | 500 | 403 |
| Subtotal: Consumer & Business Products (0.24%)* | | | | | 1,819 | 1,565 |
| Drug Delivery | | | | | | |
| AcelRx Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Equity | Common Stock | 89,243 | 178 | 858 |
| Merrion Pharm ⁽³⁾⁽⁵⁾⁽¹⁰⁾ | Drug Delivery | Equity | Common Stock | 20,000 | 9 | — |
| NuPathe, Inc. ⁽³⁾ | Drug Delivery | Equity | Common Stock | 50,000 | 146 | 120 |
| Transcept Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Equity | Common Stock | 41,570 | 500 | 132 |
| Subtotal: Drug Delivery (0.17%)* | | | | | 833 | 1,110 |
| Drug Discovery & Development | | | | | | |
| Acceleron Pharma, Inc. ⁽³⁾ | Drug Discovery & Development | Equity | Common Stock | 235,872 | 1471 | 4260 |
| Aveo Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Equity | Common Stock | 167,864 | 842 | 346 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Equity | Preferred Series B | 20,107 | 503 | 202 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Equity | Preferred Series C | 142,858 | 1,000 | 991 |
| Total Dicerna Pharmaceuticals, Inc. | | | | 162,965 | 1,503 | 1,193 |
| Inotek Pharmaceuticals Corporation | Drug Discovery & Development | Equity | Common Stock | 15,334 | 1,500 | — |
| Merrimack Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Equity | Common Stock | 546,448 | 2,000 | 2,071 |
| Paratek Pharmaceuticals, Inc. | Drug Discovery & Development | Equity | Common Stock | 85,450 | 5 | — |
| Paratek Pharmaceuticals, Inc. | Drug Discovery & Development | Equity | Preferred Series H | 244,158 | 1000 | — |
| Total Paratek Pharmaceuticals, Inc. | | | | 329,608 | 1,005 | — |
| Subtotal: Drug Discovery & Development (1.22%)* | | | | | 8,321 | 7,870 |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|---|---------------------------------------|---------------------------|----------------------|---------------|--------------|---------------|
| Electronics & Computer Hardware | | | | | | |
| Virident Systems, Inc. | Electronics & Computer Hardware | Equity | Preferred Series D | 6,546,217 | \$5,000 | \$12,235 |
| Subtotal: Electronics & Computer Hardware (1.90%)* | | | | | 5,000 | 12,235 |
| Information Services | | | | | | |
| Buzznet, Inc. | Information Services | Equity | Preferred Series C | 263,158 | 250 | — |
| Good Technologies, Inc. (pka Visto Corporation) | Information Services | Equity | Common Stock | 500,000 | 603 | — |
| Subtotal: Information Services (0.00%)* | | | | | 853 | — |
| Internet Consumer & Business Services | | | | | | |
| Philotic, Inc. | Internet Consumer & Business Services | Equity | Common Stock | 8,121 | 93 | — |
| Progress Financial | Internet Consumer & Business Services | Equity | Preferred Series G | 218,351 | 250 | 250 |
| Trulia, Inc. ⁽³⁾ | Internet Consumer & Business Services | Equity | Common Stock | 29,340 | 141 | 1,697 |
| Subtotal: Internet Consumer & Business Services (0.30%)* | | | | | 484 | 1,947 |
| Media/Content/Info | | | | | | |
| Everyday Health, Inc. (pka Waterfront Media, Inc.) | Media/Content/Info | Equity | Preferred Series D | 145,590 | 1,000 | 544 |
| Subtotal: Media/Content/Info (0.08%)* | | | | | 1,000 | 544 |
| Medical Devices & Equipment | | | | | | |
| Gelesis, Inc. ⁽⁶⁾ | Medical Devices & Equipment | Equity | LLC Interest | 2,024,092 | 925 | 513 |
| Lanx, Inc. | Medical Devices & Equipment | Equity | Preferred Series C | 1,203,369 | 1,000 | 2,000 |
| Medrobotics Corporation | Medical Devices & Equipment | Equity | Preferred Series E | 136,798 | 250 | 270 |
| Novasys Medical, Inc. | Medical Devices & Equipment | Equity | Preferred Series D-1 | 4,118,444 | 1,000 | — |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Devices & Equipment | Equity | Preferred Series B | 6,185,567 | 3,000 | 390 |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Devices & Equipment | Equity | Preferred Series C | 1,927,309 | 655 | 132 |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Devices & Equipment | Equity | Preferred Series D | 20,251,220 | 1,932 | 1,859 |
| Total Optiscan Biomedical, Corp. | | | | 28,364,096 | 5,587 | 2,381 |
| Subtotal: Medical Devices & Equipment (0.80%)* | | | | | 8,762 | 5,164 |
| Software | | | | | | |
| Atrenta, Inc. | Software | Equity | Preferred Series C | 1,196,845 | 986 | 1,780 |
| Atrenta, Inc. | Software | Equity | Preferred Series D | 635,513 | 508 | 1,126 |
| Total Atrenta, Inc. | | | | 1,832,358 | 1,494 | 2,906 |
| Box, Inc. | Software | Equity | Preferred Series C | 390,625 | 500 | 5,352 |
| Box, Inc. | Software | Equity | Preferred Series D | 158,133 | 500 | 2,166 |
| Box, Inc. | Software | Equity | Preferred Series D-1 | 124,511 | 1,000 | 1,706 |
| Box, Inc. | Software | Equity | Preferred Series D-2 | 220,751 | 2,001 | 3,024 |
| Box, Inc. | Software | Equity | Preferred Series E | 38,183 | 500 | 523 |
| Total Box, Inc. | | | | 932,203 | 4,501 | 12,771 |
| CapLinked, Inc. | Software | Equity | Preferred Series A-3 | 53,614 | 50 | 71 |
| ForeScout Technologies, Inc. | Software | Equity | Preferred Series D | 319,099 | 398 | 1,401 |
| HighRoads, Inc. | Software | Equity | Preferred Series B | 190,170 | 307 | 302 |
| Subtotal: Software (2.71%)* | | | | | 6,750 | 17,451 |
| Specialty Pharmaceuticals | | | | | | |
| QuatRx Pharmaceuticals Company | Specialty Pharmaceuticals | Equity | Preferred Series E | 166,419 | 750 | — |
| Subtotal: Specialty Pharmaceuticals (0.00%)* | | | | | 750 | — |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|--|---------------------|---------------------------|------------------------|------------------|----------------------|----------------------|
| Surgical Devices | | | | | | |
| Gynesonics, Inc. | Surgical Devices | Equity | Preferred Series B | 219,298 | \$ 250 | \$ 60 |
| Gynesonics, Inc. | Surgical Devices | Equity | Preferred Series C | 656,538 | 282 | 109 |
| Gynesonics, Inc. | Surgical Devices | Equity | Preferred Series D | <u>1,621,553</u> | <u>580</u> | <u>675</u> |
| Total Gynesonics, Inc. | | | | 2,497,389 | 1,112 | 844 |
| Transmedics, Inc. | Surgical Devices | Equity | Preferred Series B | 88,961 | 1,100 | 300 |
| Transmedics, Inc. | Surgical Devices | Equity | Preferred Series C | 119,999 | 300 | 219 |
| Transmedics, Inc. | Surgical Devices | Equity | Preferred Series D | <u>260,000</u> | <u>650</u> | <u>875</u> |
| Total Transmedics, Inc. | | | | 468,960 | 2,050 | 1,394 |
| Subtotal: Surgical Devices (0.35%)* | | | | | <u>3,162</u> | <u>2,238</u> |
| Subtotal: Equity (8.50%)* | | | | | <u>39,836</u> | <u>54,699</u> |
| Warrant | | | | | | |
| Biotechnology Tools | | | | | | |
| Cleveland BioLabs, Inc (3) | Biotechnology Tools | Warrant | Common Stock | 156,250 | 105 | 105 |
| Labcyte, Inc. | Biotechnology Tools | Warrant | Preferred Series C | 1,127,624 | 323 | 75 |
| NuGEN Technologies, Inc. | Biotechnology Tools | Warrant | Preferred Series B | 204,545 | 45 | 249 |
| NuGEN Technologies, Inc. | Biotechnology Tools | Warrant | Preferred Series C | 30,114 | <u>33</u> | <u>25</u> |
| Total NuGEN Technologies, Inc. | | | | | 78 | 274 |
| Subtotal: Biotechnology Tools (0.07%)* | | | | | <u>506</u> | <u>454</u> |
| Clean Tech | | | | | | |
| Agrivida, Inc. | Clean Tech | Warrant | Preferred Series C | 77,447 | 120 | 243 |
| Alphabet Energy, Inc. | Clean Tech | Warrant | Preferred Series A | 86,329 | 82 | 205 |
| American Superconductor Corporation ⁽³⁾ | Clean Tech | Warrant | Preferred Common Stock | 139,275 | 244 | 55 |
| Brightsource Energy, Inc. | Clean Tech | Warrant | Preferred Series 1 | 175,000 | 780 | 175 |
| Calera, Inc. | Clean Tech | Warrant | Preferred Series C | 44,529 | 513 | — |
| EcoMotors, Inc. | Clean Tech | Warrant | Preferred Series B | 437,500 | 308 | 434 |
| Fluidic, Inc. | Clean Tech | Warrant | Preferred Series C | 59,665 | 102 | 102 |
| Fulcrum Bioenergy, Inc. | Clean Tech | Warrant | Preferred Series C-1 | 280,897 | 275 | 198 |
| Glori Energy, Inc. | Clean Tech | Warrant | Preferred Series C | 145,932 | 165 | 46 |
| GreatPoint Energy, Inc. | Clean Tech | Warrant | Preferred Series D-1 | 393,212 | 548 | — |
| Polyera Corporation | Clean Tech | Warrant | Preferred Series C | 161,575 | 69 | 90 |
| Propel Fuels | Clean Tech | Warrant | Preferred Series C | 3,200,000 | 211 | 169 |
| SCIEnergy, Inc. | Clean Tech | Warrant | Preferred Series D | 1,061,623 | 360 | 25 |
| Scifiniti (pka Integrated Photovoltaics, Inc.) | Clean Tech | Warrant | Preferred Series B | 390,000 | 82 | 114 |
| Solexel, Inc. | Clean Tech | Warrant | Preferred Series B | 1,171,625 | 1162 | 236 |
| Stion Corporation | Clean Tech | Warrant | Preferred Series E | 110,226 | 317 | 171 |
| TAS Energy, Inc. | Clean Tech | Warrant | Preferred Series E | 37,406 | 299 | 172 |
| TPI Composites, Inc. | Clean Tech | Warrant | Preferred Series B | 120 | 172 | 241 |
| Trilliant, Inc. | Clean Tech | Warrant | Preferred Series A | 320,000 | <u>162</u> | <u>36</u> |
| Subtotal: Clean Tech (0.42%)* | | | | | <u>5,971</u> | <u>2,712</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|--|------------------------------|---------------------------|--------------------|---------------|--------------|--------------|
| Communications & Networking | | | | | | |
| Bridgewave Communications | Communications & Networking | Warrant | Preferred Series 5 | 29,426 | \$ 753 | \$ — |
| Intelepeer, Inc. | Communications & Networking | Warrant | Preferred Series C | 117,958 | 102 | 124 |
| OpenPeak, Inc. | Communications & Networking | Warrant | Preferred Series E | 25,646 | 149 | — |
| PeerApp, Inc. | Communications & Networking | Warrant | Preferred Series B | 298,779 | 61 | 52 |
| Peerless Network, Inc. | Communications & Networking | Warrant | Preferred Series A | 135,000 | 95 | 304 |
| Ping Identity Corporation | Communications & Networking | Warrant | Preferred Series B | 1,136,277 | 52 | 80 |
| Purcell Systems, Inc. | Communications & Networking | Warrant | Preferred Series B | 110,000 | 123 | 730 |
| Spring Mobile Solutions | Communications & Networking | Warrant | Preferred Series D | 2,834,375 | 418 | 776 |
| Stoke, Inc. | Communications & Networking | Warrant | Preferred Series C | 158,536 | 53 | 195 |
| Stoke, Inc. | Communications & Networking | Warrant | Preferred Series D | 72,727 | 65 | 84 |
| Total Stoke, Inc. | | | | 231,263 | 118 | 279 |
| Subtotal: Communications & Networking (0.36%)* | | | | | 1,871 | 2,345 |
| Consumer & Business Products | | | | | | |
| IPA Holdings, LLC | Consumer & Business Products | Warrant | Common Stock | 650,000 | 275 | 322 |
| Market Force Information, Inc. | Consumer & Business Products | Warrant | Preferred Series A | 99,286 | 24 | 9 |
| Seven Networks, Inc. | Consumer & Business Products | Warrant | Preferred Series C | 1,821,429 | 174 | 3 |
| Subtotal: Consumer & Business Products (0.05%)* | | | | | 473 | 334 |
| Diagnostic | | | | | | |
| Navidea Biopharmaceuticals, Inc. (pka Neoprobe) ⁽³⁾ | Diagnostic | Warrant | Common Stock | 333,333 | 244 | 255 |
| Tethys Bioscience, Inc. | Diagnostic | Warrant | Preferred Series E | 2,689,945 | 147 | — |
| Subtotal: Diagnostic (0.04%)* | | | | | 391 | 255 |
| Drug Delivery | | | | | | |
| Alexza Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Warrant | Common Stock | 37,639 | 645 | 3 |
| BIND Therapeutics, Inc. ⁽³⁾ | Drug Delivery | Warrant | Common Stock | 71,359 | 367 | 267 |
| Intelliject, Inc. | Drug Delivery | Warrant | Preferred Series B | 82,500 | 594 | 780 |
| NuPathe, Inc. ⁽³⁾ | Drug Delivery | Warrant | Common Stock | 106,631 | 139 | 83 |
| Revance Therapeutics, Inc. | Drug Delivery | Warrant | Preferred Series D | 802,675 | 557 | 317 |
| Transcept Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Warrant | Common Stock | 61,452 | 87 | 4 |
| Subtotal: Drug Delivery (0.23%)* | | | | | 2,389 | 1,454 |
| Drug Discovery & Development | | | | | | |
| Accelaron Pharma, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 39,178 | 74 | 451 |
| ADMA Biologics, Inc. | Drug Discovery & Development | Warrant | Common Stock | 31,750 | 129 | 129 |
| Anacor Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 528,375 | 1155 | 2919 |
| Anthera Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 40,178 | 984 | 24 |
| Cell Therapeutics, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 679,040 | 300 | 483 |
| Cempra, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 138,797 | 458 | 655 |
| Chroma Therapeutics, Ltd. ⁽⁵⁾⁽¹⁰⁾ | Drug Discovery & Development | Warrant | Preferred Series D | 325,261 | 490 | 500 |
| Concert Pharmaceuticals, Inc. | Drug Discovery & Development | Warrant | Preferred Series C | 400,000 | 367 | 524 |
| Coronado Biosciences, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 73,009 | 142 | 161 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Warrant | Common Stock | 200 | 28 | — |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Warrant | Preferred Series A | 21,000 | 237 | 43 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Warrant | Preferred Series B | 26,400 | 310 | 55 |
| Total Dicerna Pharmaceuticals, Inc. | | | | 47,600 | 575 | 98 |
| Horizon Pharma, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 22,408 | 231 | — |
| Merrimack Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 302,143 | 155 | 217 |
| Neuralstem, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Common Stock | 648,798 | 295 | 972 |
| Portola Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Warrant | Preferred Series B | 68,702 | 152 | 729 |
| uniQure B.V. ⁽⁵⁾⁽¹⁰⁾ | Drug Discovery & Development | Warrant | Preferred Series A | 185,873 | 218 | 218 |
| Subtotal: Drug Discovery & Development (1.26%)* | | | | | 5,725 | 8,080 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|---|---------------------------------------|---------------------------|----------------------|---------------|--------------|--------------|
| Electronics & Computer Hardware | | | | | | |
| Clustrix, Inc. | Electronics & Computer Hardware | Warrant | Preferred Series B | 50,000 | \$ 12 | \$ 17 |
| Identive ⁽³⁾ | Electronics & Computer Hardware | Warrant | Common Stock | 992,084 | 247 | 226 |
| Plures Technologies, Inc. ⁽³⁾ | Electronics & Computer Hardware | Warrant | Preferred Series A | 552,467 | 124 | 58 |
| Subtotal: Electronics & Computer Hardware (0.05%)* | | | | | 383 | 301 |
| Healthcare Services, Other | | | | | | |
| MDEverywhere, Inc. | Healthcare Services, Other | Warrant | Common Stock | 129 | 94 | 58 |
| Subtotal: Healthcare Services, Other (0.01%)* | | | | | 94 | 58 |
| Information Services | | | | | | |
| Buzznet, Inc. | Information Services | Warrant | Preferred Series B | 19,962 | 9 | — |
| Cha Cha Search, Inc. | Information Services | Warrant | Preferred Series G | 48,232 | 58 | 15 |
| Eccentex Corporation | Information Services | Warrant | Preferred Series A | 408,719 | 31 | — |
| Intelligent Beauty, Inc. | Information Services | Warrant | Preferred Series B | 190,234 | 230 | 797 |
| InXpo, Inc. | Information Services | Warrant | Preferred Series C | 915,449 | 123 | 54 |
| InXpo, Inc. | Information Services | Warrant | Preferred Series C-1 | 314,966 | 24 | 19 |
| Total InXpo, Inc. | | | | 1,230,415 | 147 | 73 |
| Jab Wireless, Inc. | Information Services | Warrant | Preferred Series A | 266,567 | 265 | 334 |
| RichRelevance, Inc. | Information Services | Warrant | Preferred Series D | 112,749 | 98 | 40 |
| Subtotal: Information Services (0.20%)* | | | | | 838 | 1,259 |
| Internet Consumer & Business Services | | | | | | |
| Blurb, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series B | 439,336 | 323 | 506 |
| Blurb, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series C | 234,280 | 636 | 364 |
| Total Blurb, Inc. | | | | 673,616 | 959 | 870 |
| CashStar, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series C-2 | 454,545 | 102 | 39 |
| Gazelle | Internet Consumer & Business Services | Warrant | Preferred Series D | 151,827 | 165 | 384 |
| Invoke Solutions, Inc. | Internet Consumer & Business Services | Warrant | Common Stock | 53,084 | 39 | — |
| Just Fabulous, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series B | 137,456 | 589 | 1199 |
| Just.Me, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series A | 102,299 | 20 | — |
| Prism Education Group, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series B | 200,000 | 43 | — |
| Progress Financial | Internet Consumer & Business Services | Warrant | Preferred Series G | 174,562 | 78 | 62 |
| Reply! Inc. | Internet Consumer & Business Services | Warrant | Preferred Series B | 137,225 | 320 | 144 |
| ShareThis, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series C | 493,502 | 547 | 473 |
| Tectura Corporation | Internet Consumer & Business Services | Warrant | Preferred Series B-1 | 253,378 | 51 | — |
| WaveMarket, Inc. | Internet Consumer & Business Services | Warrant | Preferred Series E | 1,083,333 | 106 | 47 |
| Subtotal: Internet Consumer & Business Services (0.50%)* | | | | | 3,019 | 3,218 |
| Media/Content/Info | | | | | | |
| Everyday Health, Inc. (pka Waterfront Media, Inc.) | Media/Content/Info | Warrant | Preferred Series C | 110,018 | 60 | 72 |
| Glam Media, Inc. | Media/Content/Info | Warrant | Preferred Series D | 407,457 | 482 | — |
| Zoom Media and Marketing | Media/Content/Info | Warrant | Preferred | 1,204 | 348 | 379 |
| Subtotal: Media/Content/Info (0.07%)* | | | | | 890 | 451 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|---|-----------------------------|---------------------------|----------------------|---------------|--------------|--------------|
| Medical Devices & Equipment | | | | | | |
| Gelesis, Inc. ⁽⁶⁾ | Medical Devices & Equipment | Warrant | LLC Interest | 263,688 | \$ 78 | \$ 9 |
| Home Dialysis Plus | Medical Devices & Equipment | Warrant | Preferred Series A | 300,000 | 245 | 245 |
| Lanx, Inc. | Medical Devices & Equipment | Warrant | Preferred Series C | 1,203,369 | 441 | 1,156 |
| Medrobotics Corporation | Medical Devices & Equipment | Warrant | Preferred Series D | 424,008 | 343 | 207 |
| Medrobotics Corporation | Medical Devices & Equipment | Warrant | Preferred Series E | 34,199 | 27 | 25 |
| Total Medrobotics Corporation | | | | 458,207 | 370 | 232 |
| MELA Sciences, Inc. ⁽³⁾ | Medical Devices & Equipment | Warrant | Common Stock | 693,202 | 401 | 137 |
| NinePoint Medical, Inc. | Medical Devices & Equipment | Warrant | Preferred Series A-1 | 587,840 | 170 | 260 |
| Novasys Medical, Inc. | Medical Devices & Equipment | Warrant | Common Stock | 109,449 | 2 | — |
| Novasys Medical, Inc. | Medical Devices & Equipment | Warrant | Preferred Series D | 526,840 | 125 | — |
| Novasys Medical, Inc. | Medical Devices & Equipment | Warrant | Preferred Series D-1 | 53,607 | 6 | — |
| Total Novasys Medical, Inc. | | | | 689,896 | 133 | — |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Devices & Equipment | Warrant | Preferred Series D | 10,535,275 | 1252 | 290 |
| Oraya Therapeutics, Inc. | Medical Devices & Equipment | Warrant | Common Stock | 95,498 | 66 | 39 |
| Oraya Therapeutics, Inc. | Medical Devices & Equipment | Warrant | Preferred Series C | 716,948 | 676 | 232 |
| Total Oraya Therapeutics, Inc. | | | | 812,446 | 742 | 271 |
| SonaCare Medical | Medical Devices & Equipment | Warrant | Preferred Series G | 1,413,880 | 188 | 62 |
| United Orthopedic Group, Inc. | Medical Devices & Equipment | Warrant | Preferred Series A | 423,076 | 608 | 673 |
| Subtotal: Medical Devices & Equipment (0.52%)* | | | | | 4,628 | 3,335 |
| Semiconductors | | | | | | |
| Achronix Semiconductor Corporation | Semiconductors | Warrant | Preferred Series C | 360,000 | 160 | 173 |
| Kovio, Inc. | Semiconductors | Warrant | Preferred Series B | 319,352 | 92 | — |
| SiTime Corporation | Semiconductors | Warrant | Preferred Series G | 195,683 | 23 | 23 |
| Subtotal: Semiconductors (0.03%)* | | | | | 275 | 196 |
| Software | | | | | | |
| Atrenta, Inc. | Software | Warrant | Preferred Series D | 392,670 | 121 | 345 |
| Box, Inc. | Software | Warrant | Preferred Series B | 271,070 | 73 | 3,535 |
| Box, Inc. | Software | Warrant | Preferred Series C | 199,219 | 117 | 2,475 |
| Box, Inc. | Software | Warrant | Preferred Series D-1 | 62,255 | 193 | 378 |
| Total Box, Inc. | | | | 532,544 | 383 | 6,388 |
| Braxton Technologies, LLC | Software | Warrant | Preferred Series A | 168,750 | 188 | — |
| Central Desktop, Inc. | Software | Warrant | Preferred Series B | 522,823 | 108 | 206 |
| Clickfox, Inc. | Software | Warrant | Preferred Series B | 1,038,563 | 329 | 460 |
| Clickfox, Inc. | Software | Warrant | Preferred Series C | 592,019 | 730 | 289 |
| Total Clickfox, Inc. | | | | 1,630,582 | 1,059 | 749 |
| Daegis Inc. (pka Unify Corporation) ⁽³⁾ | Software | Warrant | Common Stock | 718,860 | 1,434 | 38 |
| EndPlay, Inc. | Software | Warrant | Preferred Series B | 180,000 | 67 | — |
| ForeScout Technologies, Inc. | Software | Warrant | Preferred Series E | 80,587 | 41 | 223 |
| Hillcrest Laboratories, Inc. | Software | Warrant | Preferred Series E | 1,865,650 | 55 | 226 |
| KXEN, Inc. | Software | Warrant | Preferred Series D | 184,614 | 47 | 120 |
| Mobile Posse, Inc. | Software | Warrant | Preferred Series C | 396,430 | 130 | 141 |
| Neos Geosolutions, Inc. | Software | Warrant | Preferred Series 3 | 221,150 | 22 | — |
| SugarSync, Inc. | Software | Warrant | Preferred Series CC | 332,726 | 78 | 85 |
| SugarSync, Inc. | Software | Warrant | Preferred Series DD | 107,526 | 34 | 29 |
| Total SugarSync, Inc. | | | | 440,252 | 112 | 114 |
| Touchcommerce, Inc. | Software | Warrant | Preferred Series E | 992,595 | 251 | 426 |
| White Sky, Inc. | Software | Warrant | Preferred Series B-2 | 124,295 | 54 | 5 |
| WildTangent, Inc. | Software | Warrant | Preferred Series 3A | 100,000 | 238 | 64 |
| Subtotal: Software (1.41%)* | | | | | 4,310 | 9,045 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

September 30, 2013
(unaudited)
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> | <u>Series</u> | <u>Shares</u> | <u>Cost</u> | <u>Value</u> |
|---|---------------------------|---------------------------|--------------------|---------------|------------------|------------------|
| Specialty Pharmaceuticals | | | | | | |
| QuatRx Pharmaceuticals Company | Specialty Pharmaceuticals | Warrant | Preferred Series E | 155,324 | \$ 306 | \$ — |
| Subtotal: Specialty Pharmaceuticals (0.00%)* | | | | | 306 | — |
| Surgical Devices | | | | | | |
| Gynesonics, Inc. | Surgical Devices | Warrant | Preferred Series C | 180,480 | 74 | 26 |
| Gynesonics, Inc. | Surgical Devices | Warrant | Preferred Series D | 1,575,965 | 320 | 362 |
| Total Gynesonics, Inc. | | | | 1,756,445 | 394 | 388 |
| Transmedics, Inc. | Surgical Devices | Warrant | Preferred Series B | 40,436 | 225 | 10 |
| Transmedics, Inc. | Surgical Devices | Warrant | Preferred Series D | 175,000 | 100 | 340 |
| Total Transmedics, Inc. | | | | 215,436 | 325 | 350 |
| Subtotal: Surgical Devices (0.11%)* | | | | | 719 | 738 |
| Total Warrants (5.32%)* | | | | | 32,788 | 34,235 |
| Total Investments (152.85%)* | | | | | \$983,036 | \$983,427 |

* Value as a percent of net assets

- (1) Preferred and common stock, warrants, and equity interests are generally non-income producing.
- (2) Gross unrealized appreciation, gross unrealized depreciation, and net depreciation for federal income tax purposes totaled \$46.1 million, \$46.3 million and \$157,787 respectively. The tax cost of investments is \$982.2 million.
- (3) Except for warrants in twenty-one publicly traded companies and common stock in nine publicly traded companies, all investments are restricted at September 30, 2013 and were valued at fair value as determined in good faith by the Board of Directors. No unrestricted securities of the same issuer are outstanding. The Company uses the Standard Industrial Code for classifying the industry grouping of its portfolio companies.
- (4) Debt investments of this portfolio company have been pledged as collateral under the Wells Facility.
- (5) Non-U.S. company or the company's principal place of business is outside the United States.
- (6) Affiliate investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owns as least 5% but not more than 25% of the voting securities of the Company.
- (7) Control investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owners as least 25% but not more than 50% of the voting securities of the Company.
- (8) Debt is on non-accrual status at September 30, 2013, and is therefore considered non-income producing.
- (9) Convertible Senior Debt
- (10) Indicates assets that the Company deems not "qualifying assets" under section 55(a) of the Investment Company Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.
- (11) Denotes that all or a portion of the loan secures the notes offered in the Debt Securitization (as defined in Note 4).

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS
December 31, 2012
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Principal Amount</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|--|------------------------------|---|-------------------------|---------------------------|----------------------------|
| Anthera Pharmaceuticals Inc. ⁽³⁾ | Drug Discovery & Development | Senior Debt ⁽¹¹⁾ Matures December 2014 Interest rate Prime + 7.30% or Floor rate of 10.55% | \$ 20,532 | \$ 20,745 | \$ 21,007 |
| Aveo Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Debt ⁽¹¹⁾ Matures September 2015 Interest rate Prime + 7.15% or Floor rate of 11.90% | \$ 26,500 | 26,500 | 27,030 |
| Cempra, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Debt ⁽¹¹⁾ Matures December 2015 Interest rate Prime + 6.30% or Floor rate of 9.55% | \$ 10,000 | 9,862 | 9,902 |
| Chroma Therapeutics, Ltd. ⁽⁵⁾⁽¹⁰⁾ | Drug Discovery & Development | Senior Debt Matures November 2013 Interest rate Prime + 7.75% or Floor rate of 12.00% | \$ 4,111 | 4,718 | 4,759 |
| Concert Pharmaceuticals, Inc. ⁽⁴⁾ | Drug Discovery & Development | Senior Debt Matures October 2015 Interest rate Prime + 3.25% or Floor rate of 8.50% | \$ 20,000 | 19,633 | 18,983 |
| Coronado BioSciences, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Debt ⁽¹¹⁾ Matures March 2016 Interest rate Prime + 6.00% or Floor rate of 9.25% | \$ 15,000 | 14,761 | 14,761 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Senior Debt Matures January 2015 Interest rate Prime + 4.40% or Floor rate of 10.15% | \$ 9,166 | 8,996 | 8,929 |
| Insmed, Inc. | Drug Discovery & Development | Senior Debt ⁽¹¹⁾ Matures January 2016 Interest rate Prime + 4.75% or Floor rate of 9.25% | \$ 20,000 | 19,305 | 19,674 |
| Merrimack Pharmaceuticals, Inc. | Drug Discovery & Development | Senior Debt Matures May 2016 Interest rate Prime + 5.30% or Floor rate of 10.55% | \$ 40,000 | 39,670 | 39,670 |
| NeurogesX, Inc. ⁽³⁾ | Drug Discovery & Development | Senior Debt Matures February 2015 Interest rate Prime + 7.50% or Floor rate of 10.75% | \$ 13,662 | 13,645 | 13,884 |
| Paratek Pharmaceuticals, Inc. | Drug Discovery & Development | Senior Debt ⁽⁹⁾ Matures upon liquidation Interest rate Fixed 10.00% | \$ 45 | 45 | 45 |
| | | Senior Debt ⁽⁹⁾ Matures upon liquidation Interest rate Fixed 10.00% | \$ 36 | 31 | 31 |
| Total Paratek Pharmaceuticals, Inc. | | | | 76 | 76 |
| Total Debt Drug Discovery & Development (34.63%)* | | | | <u>177,911</u> | <u>178,675</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|---|---------------------------------|--|------------------|---------------------|----------------------|
| Bridgewave Communications | Communications & Networking | Senior Debt Matures March 2016 Interest rate Prime + 8.75% or Floor rate of 12.00% | \$ 7,500 | \$ 7,003 | \$ 4,896 |
| OpenPeak, Inc. | Communications & Networking | Senior Debt ⁽¹¹⁾ Matures July 2015 Interest rate Prime + 8.75% or Floor rate of 12.00% | \$ 15,000 | 15,008 | 15,158 |
| PeerApp, Inc. ⁽⁴⁾ | Communications & Networking | Senior Debt Matures April 2013 Interest rate Prime + 7.50% or Floor rate of 11.50% | \$ 501 | 588 | 588 |
| UPH Holdings, Inc. | Communications & Networking | Senior Debt Matures April 2015 Interest rate Libor + 11.00% or Floor rate of 13.50% | \$ 7,000 | 6,880 | 6,772 |
| | | Senior Debt Matures September 2015 Interest rate Libor + 11.00% or Floor rate of 13.50% | \$ 347 | 343 | 333 |
| | | Senior Debt Matures December 2016 Interest rate Libor + 11.00% or Floor rate of 13.50% | \$ 3,594 | 3,594 | 3,400 |
| Total UPH Holdings, Inc. | | | | <u>10,817</u> | <u>10,505</u> |
| Total Debt Communications & Networking (6.04%)* | | | | <u>33,416</u> | <u>31,147</u> |
| Clustrix, Inc. | Electronics & Computer Hardware | Senior Debt Matures December 2015 Interest rate Prime + 6.50% or Floor rate of 9.75% | \$ 235 | 227 | 227 |
| Identive Group, Inc. | Electronics & Computer Hardware | Senior Debt Matures November 2015 Interest rate Prime + 7.75% or Floor rate 11.00% | \$ 7,500 | 7,447 | 7,447 |
| Total Debt Electronics & Computer Hardware (1.49%) | | | | <u>7,674</u> | <u>7,674</u> |
| Box, Inc. ⁽⁴⁾ | Software | Senior Debt Matures March 2016 Interest rate Prime + 3.75% or Floor rate of 7.50% | \$ 10,000 | 9,910 | 9,353 |
| | | Senior Debt Matures July 2014 Interest rate Prime + 5.25% or Floor rate of 8.50% | \$ 1,018 | 1,075 | 1,060 |
| | | Senior Debt ⁽¹¹⁾ Matures July 2016 Interest rate Prime + 5.13% or Floor rate of 8.88% | \$ 20,000 | 20,138 | 19,274 |
| Total Box, Inc. | | | | 31,123 | 29,687 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|--|---------------------------|---|------------------|---------------------|----------------------|
| Clickfox, Inc. | Software | Senior Debt Matures November 2015 Interest rate Prime + 8.25% or Floor rate of 11.50% | \$ 8,000 | \$ 7,318 | \$ 7,558 |
| EndPlay, Inc. | Software | Senior Debt Matures August 2015 Interest rate Prime + 7.35% or Floor rate 10.6% | \$ 2,000 | 1,930 | 1,930 |
| Hillcrest Laboratories, Inc | Software | Senior Debt Matures July 2015 Interest rate Prime + 7.50% or Floor rate of 10.75% | \$ 4,000 | 3,923 | 3,860 |
| JackBe Corporation | Software | Senior Debt Matures January 2016 Interest rate Prime + 7.25% or Floor rate of 10.50% | \$ 3,000 | 2,900 | 2,900 |
| Kxen, Inc. ⁽⁴⁾ | Software | Senior Debt Matures January 2015 Interest rate Prime + 5.08% or Floor rate of 8.33% | \$ 2,337 | 2,371 | 2,192 |
| Tada Innovations, Inc. | Software | Senior Debt ⁽⁹⁾ Matures November 2012 Interest rate Fixed 8.00% | \$ 100 | 100 | — |
| Total Debt Software (9.33%)* | | | | <u>49,665</u> | <u>48,127</u> |
| Althea Technologies, Inc. | Specialty Pharmaceuticals | Senior Debt Matures October 2013 Interest rate Prime + 7.70% or Floor rate of 10.95% | \$ 7,659 | 7,927 | 7,927 |
| QuatrX Pharmaceuticals Company | Specialty Pharmaceuticals | Senior Debt ⁽⁹⁾ Matures March 2014 Interest rate Fixed 8.00% | \$ 1,888 | 1,888 | 2,394 |
| Total Debt Specialty Pharmaceuticals (2.00%)* | | | | <u>9,815</u> | <u>10,321</u> |
| Achronix Semiconductor Corporation | Semiconductors | Senior Debt Matures January 2015 Interest rate Prime + 10.60% or Floor rate of 13.85% | \$ 1,847 | 1,803 | 1,783 |
| Total Debt Semiconductors (0.34%)* | | | | <u>1,803</u> | <u>1,783</u> |
| AcelRX Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Senior Debt ⁽¹¹⁾ Matures December 2014 Interest rate Prime + 3.25% or Floor rate of 8.50% | \$ 16,345 | 16,222 | 15,983 |
| ADMA Biologics, Inc. | Drug Delivery | Senior Debt Matures February 2016 Interest rate Prime + 2.75% or Floor rate of 8.50% | \$ 4,000 | 3,857 | 3,857 |
| Alexza Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Senior Debt ⁽¹¹⁾ Matures October 2013 Interest rate Prime + 6.50% or Floor rate of 10.75% | \$ 5,052 | 5,410 | 5,410 |
| BIND Biosciences, Inc. | Drug Delivery | Senior Debt Matures July 2014 Interest rate Prime + 7.45% or Floor rate of 10.70% | \$ 3,326 | 3,320 | 3,387 |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|---|---------------------------------------|---|------------------|----------------------|----------------------|
| Intelliject, Inc. | Drug Delivery | Senior Debt ⁽¹¹⁾ Matures June 2016 Interest rate Prime + 5.75% or Floor rate of 11.00% | \$ 15,000 | \$14,615 | \$ 15,065 |
| Nupathe, Inc. ⁽³⁾ | Drug Delivery | Senior Debt Matures May 2016 Interest rate Prime - 3.25% or Floor rate of 9.85% | \$ 8,500 | 8,166 | 8,166 |
| Revance Therapeutics, Inc. | Drug Delivery | Senior Debt Matures March 2015 Interest rate Prime + 6.60% or Floor rate of 9.85% | \$ 18,446 | <u>\$18,330</u> | <u>\$ 18,263</u> |
| Total Debt Drug Delivery (13.59%)* | | | | <u><u>69,920</u></u> | <u><u>70,131</u></u> |
| Ahhha, Inc. ⁽⁸⁾ | Internet Consumer & Business Services | Senior Debt Matures January 2015 Interest rate Fixed 12.00% | \$ 350 | 347 | — |
| Blurb, Inc. | Internet Consumer & Business Services | Senior Debt Matures December 2015 Interest rate Prime + 5.25% or Floor rate 8.50% | \$ 8,000 | 7,708 | 7,429 |
| Education Dynamics, LLC | Internet Consumer & Business Services | Senior Debt Matures March 2016 Interest rate Fixed 12.50%, PIK Interest 1.50% | \$ 27,500 | 26,976 | 26,976 |
| Just.Me, Inc. | Internet Consumer & Business Services | Senior Debt Matures June 2015 Interest rate Prime + 2.50% or Floor rate 5.75% | \$ 750 | 732 | 680 |
| | | Senior Debt Matures June 2015 Interest rate Prime + 5.00% or Floor rate 8.25% | \$ 750 | <u>727</u> | <u>704</u> |
| Total Just.Me, Inc. | | | | 1,459 | 1,384 |
| Loku, Inc. | Internet Consumer & Business Services | Senior Debt ⁽⁹⁾ Matures June 2013 Interest rate Fixed 6.00% | \$ 100 | 100 | 100 |
| NetPlenish, Inc. | Internet Consumer & Business Services | Senior Debt Matures April 2015 Interest rate Fixed 10.00% | \$ 500 | 490 | 452 |
| Reply! Inc. | Internet Consumer & Business Services | Senior Debt ⁽¹¹⁾ Matures September 2015 Interest rate Prime + 6.875% or Floor rate of 10.125% | \$ 11,749 | 11,624 | 11,337 |
| | | Senior Debt ⁽¹¹⁾ Matures September 2015 Interest rate Prime + 7.25% or Floor rate of 11.00% | \$ 2,000 | <u>1,946</u> | <u>1,971</u> |
| Total Reply! Inc. | | | | 13,570 | 13,308 |
| Second Rotation, Inc. | Internet Consumer & Business Services | Senior Debt Matures August 2015 Interest rate Prime + 6.50% or Floor rate of 10.25% , PIK Interest 2.50% | \$ 5,843 | 5,860 | 5,880 |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|---|---------------------------------------|---|------------------|---------------------|----------------------|
| | | Senior Debt | | | |
| | | Matures August 2015 | | | |
| | | Interest rate Prime + 6.50% or | | | |
| | | Floor rate of 10.25% , PIK Interest 1.50% | \$ 1,947 | \$ 1,888 | \$ 1,909 |
| | | Revolving Line of Credit | | | |
| | | Matures January 2013 | | | |
| | | Interest rate Fixed 10.50%, PIK Interest | | | |
| | | 0.25% | \$ 327 | 313 | 313 |
| Total Second Rotation, Inc. | | | | 8,061 | 8,102 |
| ShareThis, Inc. | Internet Consumer & Business Services | Senior Debt | | | |
| | | Matures June 2016 | | | |
| | | Interest rate Prime + 7.50% or | | | |
| | | Floor rate of 10.75% | \$ 15,000 | 14,268 | 14,268 |
| Tectura Corporation | Internet Consumer & Business Services | Revolving Line of Credit | | | |
| | | Matures July 2013 | | | |
| | | Interest rate Libor + 8.00% or | | | |
| | | Floor rate of 11.00% | \$ 16,340 | 17,850 | 17,797 |
| | | Senior Debt | | | |
| | | Matures December 2014 | | | |
| | | Interest rate Libor + 10.00% or | | | |
| | | Floor rate of 13.00% | \$ 6,978 | 6,908 | 6,827 |
| | | Senior Debt | | | |
| | | Matures April 2013 | | | |
| | | Interest rate Libor + 10.00% or | | | |
| | | Floor rate of 13.00% | \$ 1,390 | 1,325 | 1,325 |
| Total Tectura Corporation | | | | 26,083 | 25,949 |
| Trulia, Inc. ⁽³⁾ | Internet Consumer & Business Services | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures September 2015 | | | |
| | | Interest rate Prime + 2.75% or | | | |
| | | Floor rate of 6.00% | \$ 5,000 | 4,921 | 4,729 |
| | | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures September 2015 | | | |
| | | Interest rate Prime + 5.50% or | | | |
| | | Floor rate of 8.75% | \$ 5,000 | 4,920 | 4,547 |
| Total Trulia, Inc. | | | | 9,841 | 9,276 |
| Vaultlogix, Inc. | Internet Consumer & Business Services | Senior Debt | | | |
| | | Matures September 2016 | | | |
| | | Interest rate LIBOR + 8.50% or | | | |
| | | Floor rate of 10.00%, PIK interest 2.50% | \$ 7,500 | 7,681 | 7,721 |
| | | Senior Debt | | | |
| | | Matures September 2015 | | | |
| | | Interest rate LIBOR + 7.00% or | | | |
| | | Floor rate of 8.50% | \$ 10,253 | 10,190 | 9,854 |
| Total Vaultlogix, Inc. | | | | 17,871 | 17,575 |
| Votizen, Inc. | Internet Consumer & Business Services | Senior Debt ⁽⁹⁾ | | | |
| | | Matures February 2013 | | | |
| | | Interest rate Fixed 5.00% | \$ 100 | 100 | 6 |
| Wavemarket, Inc. | Internet Consumer & Business Services | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures September 2015 | | | |
| | | Interest rate Prime + 5.75% or | | | |
| | | Floor rate of 9.50% | \$ 10,000 | 9,840 | 9,444 |
| Total Debt Internet Consumer & Business Services (26.02%)* | | | | <u>136,714</u> | <u>134,269</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|--|----------------------------|---|------------------|---------------------|----------------------|
| Cha Cha Search, Inc. | Information Services | Senior Debt Matures February 2015 Interest rate Prime + 6.25% or Floor rate of 9.50% | \$ 2,641 | \$ 2,604 | \$ 2,522 |
| Eccentex Corporation | Information Services | Senior Debt(11) Matures May 2015 Interest rate Prime + 7.00% or Floor rate of 10.25% | \$ 1,000 | 977 | 965 |
| InXpo, Inc. | Information Services | Senior Debt Matures March 2014 Interest rate Prime + 7.50% or Floor rate of 10.75% | \$ 2,550 | 2,466 | 2,434 |
| Jab Wireless, Inc. | Information Services | Senior Debt Matures November 2017 Interest rate Prime + 6.75% or Floor rate of 8.00% | \$ 30,000 | 29,852 | 29,850 |
| RichRelevance, Inc. | Information Services | Senior Debt Matures January 2015 Interest rate Prime + 3.25% or Floor rate of 7.50% | \$ 4,245 | 4,210 | 4,068 |
| Womensforum.com, Inc. | Information Services | Senior Debt(11) Matures October 2016 Interest rate LIBOR + 6.50% or Floor rate of 9.25% | \$ 8,000 | 7,838 | 7,838 |
| | | Senior Debt(11) Matures October 2016 Interest rate LIBOR + 7.50% or Floor rate of 10.25% | \$ 4,500 | 4,422 | 4,422 |
| Total Womensforum.com, Inc. | | | | <u>12,260</u> | <u>12,260</u> |
| Total Debt Information Services (10.10%)* | | | | <u>52,369</u> | <u>52,099</u> |
| Gynesonics, Inc. | Medical Device & Equipment | Senior Debt Matures October 2013 Interest rate Prime + 8.25% or Floor rate of 11.50% | \$ 3,912 | 3,975 | 4,014 |
| | | Senior Debt Matures February 2013 Interest rate Fixed 8.00% | \$ 253 | 247 | 247 |
| | | Senior Debt Matures September 2013 Interest rate Fixed 8.00% | \$ 36 | 30 | 30 |
| Total Gynesonics, Inc. | | | | 4,252 | 4,291 |
| Lanx, Inc. | Medical Device & Equipment | Senior Debt Matures October 2016 Interest rate Prime + 6.50% or Floor rate of 10.25% | \$ 15,000 | 14,428 | 14,428 |
| | | Revolving Line of Credit Matures October 2015 Interest rate Prime + 5.25% or Floor rate of 9.00% | \$ 5,500 | 5,300 | 5,300 |
| Total Lanx, Inc. | | | | 19,728 | 19,728 |
| Novasys Medical, Inc. | Medical Device & Equipment | Senior Debt (9) Matures January 2013 Interest rate Fixed 8.00% | \$ 65 | 65 | 65 |
| | | Senior Debt(9) Matures August 2013 Interest rate Fixed 8.00% | \$ 22 | 20 | 20 |
| Total Novasys Medical, Inc. | | | | 85 | 85 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|--|----------------------------|-----------------------------------|------------------|---------------------|----------------------|
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Device & Equipment | Senior Debt | | | |
| | | Matures December 2013 | | | |
| | | Interest rate Prime + 8.20% or | | | |
| | | Floor rate of 11.45% | \$ 8,260 | \$ 8,915 | \$ 9,080 |
| Total Optiscan Biomedical, Corp. | Medical Device & Equipment | Senior Debt ⁽⁹⁾ | | | |
| | | Matures April 2013 | | | |
| | | Interest rate Fixed 8.00% | \$ 288 | 288 | 288 |
| | | Senior Debt ⁽⁹⁾ | | | |
| Oraya Therapeutics, Inc. | Medical Device & Equipment | Matures September 2013 | | | |
| | | Interest rate Fixed 8.00% | \$ 123 | 123 | 123 |
| | | Total Oraya Therapeutics, Inc. | | 9,326 | 9,491 |
| | | Senior Debt ⁽⁹⁾ | | | |
| Oraya Therapeutics, Inc. | Medical Device & Equipment | Senior Debt ⁽⁹⁾ | | | |
| | | Matures December 2013 | | | |
| | | Interest rate Fixed 7.00% | \$ 500 | 500 | 500 |
| | | Senior Debt ⁽¹¹⁾ | | | |
| Total Oraya Therapeutics, Inc. | Medical Device & Equipment | Matures September 2015 | | | |
| | | Interest rate Prime + 5.50% or | | | |
| | | Floor rate of 10.25% | \$ 10,000 | 9,798 | 10,079 |
| | | Total Oraya Therapeutics, Inc. | | | 10,298 |
| USHIFU, LLC | Medical Device & Equipment | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures April 2016 | | | |
| | | Interest rate Prime + 7.75% or | | | |
| | | Floor rate of 11.00% | \$ 6,000 | 5,856 | 5,856 |
| Total Debt Medical Device & Equipment (9.69%)* | | | | <u>49,545</u> | <u>50,030</u> |
| Navidea Biopharmaceuticals, Inc. (pka Neoprobe) ⁽³⁾ | Diagnostic | Senior Debt | | | |
| | | Matures December 2014 | | | |
| | | Interest rate Prime + 6.75% or | | | |
| | | Floor rate of 10.00% | \$ 5,741 | 5,691 | 5,752 |
| Tethys Bioscience Inc. | Diagnostic | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures December 2015 | | | |
| | | Interest rate Prime + 8.40% or | | | |
| | | Floor rate of 11.65% | \$ 10,000 | 9,940 | 10,026 |
| Total Debt Diagnostic (3.06%)* | | | | <u>15,631</u> | <u>15,778</u> |
| Labcyte, Inc. | Biotechnology Tools | Senior Debt | | | |
| | | Matures May 2013 | | | |
| | | Interest rate Prime + 8.60% or | | | |
| | | Floor rate of 11.85% | \$ 761 | 834 | 834 |
| Total Labcyte, Inc. | Biotechnology Tools | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures June 2016 | | | |
| | | Interest rate Prime + 6.70% or | | | |
| | | Floor rate of 9.95% | \$ 5,000 | 4,890 | 4,995 |
| Total Debt Biotechnology Tools (1.13%)* | | | | <u>5,724</u> | <u>5,829</u> |
| MedCall, LLC | Healthcare Services, Other | Senior Debt | | | |
| | | Matures January 2016 | | | |
| | | Interest rate 7.79% or | | | |
| | | Floor rate of 9.50% | \$ 4,908 | 4,844 | 4,695 |
| Total MedCall, LLC | Healthcare Services, Other | Senior Debt | | | |
| | | Matures January 2016 | | | |
| | | Interest rate LIBOR +8.00% or | | | |
| | | Floor rate of 10.00% | \$ 4,037 | 3,972 | 3,871 |
| Total MedCall, LLC | | | | 8,816 | 8,566 |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|---|----------------------------|--|------------------|---------------------|----------------------|
| Pacific Child & Family Associates, LLC | Healthcare Services, Other | Senior Debt | | | |
| | | Matures January 2015 Interest rate LIBOR + 9.00% or Floor rate of 11.50% | \$ 3,661 | \$ 3,713 | \$ 3,713 |
| | | Revolving Line of Credit Matures January 2015 Interest rate LIBOR + 7.50% or Floor rate of 10.00% | \$ 1,500 | 1,490 | 1,490 |
| | | Senior Debt | | | |
| | | Matures January 2015 Interest rate LIBOR + 11.50% or Floor rate of 14.00%, PIK interest 3.75% | \$ 5,900 | 6,562 | 6,562 |
| Total Pacific Child & Family Associates, LLC | | | | 11,765 | 11,765 |
| ScriptSave (Medical Security Card Company, LLC) | Healthcare Services, Other | Senior Debt | | | |
| | | Matures February 2016 Interest rate LIBOR + 8.75% or Floor rate of 11.25% | \$ 16,375 | 16,168 | 16,150 |
| Total Debt Health Services, Other (7.07%)* | | | | <u>36,749</u> | <u>36,481</u> |
| Entrigue Surgical, Inc. | Surgical Devices | Senior Debt | | | |
| | | Matures December 2014 Interest rate Prime + 5.90% or Floor rate of 9.65% | \$ 2,463 | 2,431 | 2,427 |
| Transmedics, Inc. | Surgical Devices | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures November 2015 Interest rate Fixed 12.95% | \$ 7,250 | 7,464 | 7,464 |
| Total Debt Surgical Devices (1.92%)* | | | | <u>9,895</u> | <u>9,891</u> |
| Westwood One Communications | Media/Content/ Info | Senior Debt | | | |
| | | Matures October 2016 Interest rate LIBOR + 6.50% or Floor rate of 8.00% | \$ 20,475 | 18,994 | 17,575 |
| Women's Marketing, Inc. | Media/Content/ Info | Senior Debt | | | |
| | | Matures May 2016 Interest rate Libor + 9.50% or Floor rate of 12.00%, PIK interest 3.00% | \$ 9,681 | 10,002 | 10,002 |
| | | Senior Debt ⁽¹¹⁾ | | | |
| | | Matures November 2015 Interest rate Libor + 7.50% or Floor rate of 10.00% | \$ 16,362 | 16,105 | 15,787 |
| Total Women's Marketing, Inc. | | | | 26,107 | 25,789 |
| Zoom Media Corporation | Media/Content/ Info | Senior Debt | | | |
| | | Matures December 2015 Interest rate Prime + 7.25% or Floor rate of 10.50%, PIK 3.75% | \$ 5,000 | 4,657 | 4,657 |
| | Media/Content/ Info | Revolving Line of Credit | | | |
| | | Matures December 2014 Interest rate Prime + 5.25% or Floor rate of 8.50% | \$ 3,000 | 2,700 | 2,700 |
| Total Zoom Media Corporation | | | | 7,357 | 7,357 |
| Total Debt Media/Content/Info (9.83%)* | | | | <u>52,458</u> | <u>50,721</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| Portfolio Company | Sub-Industry | Type of Investment ⁽¹⁾ | Principal Amount | Cost ⁽²⁾ | Value ⁽³⁾ |
|--|--------------|--|------------------|---------------------|----------------------|
| Alphabet Energy, Inc. | Clean Tech | Senior Debt Matures February 2015 Interest rate Prime + 5.75% or Floor rate of 9.00% | \$ 1,614 | \$ 1,531 | \$ 1,531 |
| American Superconductor Corporation ⁽³⁾ | Clean Tech | Senior Debt ⁽¹¹⁾ Matures December 2014 Interest rate Prime + 7.25% or Floor rate of 11.00% | \$ 9,231 | 9,161 | 9,438 |
| BrightSource Energy, Inc. | Clean Tech | Revolving Line of Credit Matures January 2013 Interest rate Prime + 7.25% or Floor rate of 10.50% | \$ 35,000 | 34,870 | 34,870 |
| Comverge, Inc. | Clean Tech | Senior Debt Matures November 2017 Interest rate LIBOR + 8.00% or Floor rate of 9.50% | \$ 20,000 | 19,577 | 19,577 |
| | Clean Tech | Senior Debt Matures November 2017 Interest rate LIBOR + 9.50% or Floor rate of 11.00% | \$ 14,000 | 13,704 | 13,704 |
| Total Comverge, Inc. | | | | 33,281 | 33,281 |
| Enphase Energy, Inc. ⁽³⁾ | Clean Tech | Senior Debt ⁽¹¹⁾ Matures June 2014 Interest rate Prime + 5.75% or Floor rate of 9.00% | \$ 3,758 | 3,739 | 3,716 |
| | Clean Tech | Senior Debt Matures August 2016 Interest rate Prime + 8.25% or Floor rate of 11.50% | \$ 7,400 | 7,321 | 7,321 |
| Total Enphase Energy, Inc. | | | | 11,060 | 11,037 |
| Glori Energy, Inc. | Clean Tech | Senior Debt ⁽¹¹⁾ Matures June 2015 Interest rate Prime + 6.75% or Floor rate of 10.00% | \$ 8,000 | 7,832 | 7,988 |
| Integrated Photovoltaics, Inc. | Clean Tech | Senior Debt Matures February 2015 Interest rate Prime + 7.38% or Floor rate of 10.63% | \$ 2,572 | 2,494 | 2,508 |
| Polyera Corporation | Clean Tech | Senior Debt Matures June 2016 Interest rate Prime + 6.75% or Floor rate of 10.00% | \$ 3,000 | 2,952 | 2,952 |
| Redwood Systems, Inc. | Clean Tech | Senior Debt Matures February 2016 Interest rate Prime + 6.50% or Floor rate of 9.75% | \$ 5,000 | 4,965 | 4,965 |
| SCEnergy, Inc. ⁽⁴⁾ | Clean Tech | Senior Debt Matures September 2015 Interest rate Prime + 8.75% or Floor rate 12.00% | \$ 5,296 | 5,103 | 5,262 |
| Solexel, Inc. | Clean Tech | Senior Debt Matures June 2013 Interest rate Prime + 8.25% or Floor rate of 11.50% | \$ 2,884 | 2,877 | 2,877 |
| | | Senior Debt Matures June 2013 Interest rate Prime + 7.25% or Floor rate of 10.50% | \$ 331 | 330 | 330 |
| Total Solexel, Inc. | | | | 3,207 | 3,207 |
| Stion Corporation ⁽⁴⁾ | Clean Tech | Senior Debt Matures February 2015 Interest rate Prime + 6.75% or Floor rate of 10.00% | \$ 7,519 | 7,483 | 7,545 |
| Total Debt Clean Tech (24.14%)* | | | | <u>123,938</u> | <u>124,584</u> |
| Total Debt (160.38%) | | | | <u>\$833,228</u> | <u>\$827,540</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment</u> ⁽¹⁾ | <u>Series</u> | <u>Shares</u> | <u>Cost</u> ⁽²⁾ | <u>Value</u> ⁽³⁾ |
|---|------------------------------|--|---------------|---------------|----------------------------|-----------------------------|
| Accelaron Pharmaceuticals, Inc. | Drug Discovery & Development | Common Stock Warrants | | 46,446 | \$ 39 | \$ 53 |
| | | Preferred Stock Warrants | Series A | 426,000 | 69 | 345 |
| | | Preferred Stock Warrants | Series B | 110,270 | 35 | 64 |
| Total Warrants Accelaron Pharmaceuticals, Inc. | | | | 582,716 | 143 | 462 |
| Anthera Pharmaceuticals Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 321,429 | 984 | 66 |
| Cempra, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 39,038 | 187 | 46 |
| Chroma Therapeutics, Ltd. ⁽⁵⁾⁽¹⁰⁾ | Drug Discovery & Development | Preferred Stock Warrants | Series D | 325,261 | 490 | 500 |
| Concert Pharmaceuticals, Inc. ⁽⁴⁾ | Drug Discovery & Development | Preferred Stock Warrants | Series C | 400,000 | 367 | 126 |
| Coronado Biosciences, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 73,009 | 142 | 81 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Common Stock Warrants | | 50,000 | 28 | 16 |
| | | Preferred Stock Warrants | Series A | 525,000 | 236 | 173 |
| | | Preferred Stock Warrants | Series B | 660,000 | 311 | 217 |
| Total Warrants Dicerna Pharmaceuticals, Inc. | | | | 1,235,000 | 575 | 406 |
| EpiCept Corporation ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 325,204 | 4 | — |
| Horizon Pharma, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 22,408 | 231 | — |
| Insmed, Incorporated ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 329,931 | 570 | 1,316 |
| Merrimack Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 302,143 | 155 | 641 |
| NeurogesX, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 3,421,500 | 503 | 400 |
| PolyMedix, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock Warrants | | 627,586 | 480 | 9 |
| Portola Pharmaceuticals, Inc. | Drug Discovery & Development | Preferred Stock Warrants | Series B | 687,023 | 152 | 298 |
| Total Warrants Drug Discovery & Development (0.84%)* | | | | | <u>4,983</u> | <u>4,351</u> |
| Bridgewave Communications | Communications & Networking | Preferred Stock Warrants | Series 5 | 2,942,618 | 753 | — |
| Intelepeer, Inc. | Communications & Networking | Preferred Stock Warrants | Series C | 117,958 | 101 | 190 |
| Neonova Holding Company | Communications & Networking | Preferred Stock Warrants | Series A | 450,000 | 94 | 23 |
| OpenPeak, Inc. | Communications & Networking | Preferred Stock Warrants | Series E | 25,646 | 149 | 9 |
| PeerApp, Inc. ⁽⁴⁾ | Communications & Networking | Preferred Stock Warrants | Series B | 298,779 | 61 | 47 |
| Peerless Network, Inc. | Communications & Networking | Preferred Stock Warrants | Series A | 135,000 | 95 | 352 |
| Ping Identity Corporation | Communications & Networking | Preferred Stock Warrants | Series B | 1,136,277 | 52 | 112 |
| UPH Holdings, Inc. | Communications & Networking | Common Stock Warrants | | 145,877 | 131 | 52 |
| Purcell Systems, Inc. | Communications & Networking | Preferred Stock Warrants | Series B | 110,000 | 123 | 62 |
| Stoke, Inc. | Communications & Networking | Preferred Stock Warrants | Series C | 158,536 | 53 | 135 |
| | | Preferred Stock Warrants | Series D | 72,727 | 65 | 57 |
| Total Stoke, Inc. | | | | 231,263 | 118 | 192 |
| Total Warrants Communications & Networking (0.20%)* | | | | | <u>1,677</u> | <u>1,039</u> |

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

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(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Series</u> | <u>Shares</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|---|---------------------------------|---|---------------|------------------|---------------------------|----------------------------|
| Atrenta, Inc. | Software | Preferred Stock Warrants | Series D | 392,670 | \$ 121 | \$ 322 |
| Box, Inc. ⁽⁴⁾ | Software | Preferred Stock Warrants | Series C | 271,070 | 117 | 2,235 |
| | | Preferred Stock Warrants | Series B | 199,219 | 73 | 3,242 |
| | | Preferred Stock Warrants | Series D-1 | <u>62,255</u> | <u>194</u> | <u>566</u> |
| Total Box, Inc. | | | | 532,544 | 384 | 6,043 |
| Braxton Technologies, LLC. | Software | Preferred Stock Warrants | Series A | 168,750 | 188 | — |
| Central Desktop, Inc. | Software | Preferred Stock Warrants | Series B | 522,823 | 108 | 166 |
| Clickfox, Inc. | Software | Preferred Stock Warrants | Series B | 1,038,563 | 329 | 332 |
| | | Preferred Stock Warrants | Series C | <u>592,019</u> | <u>730</u> | <u>213</u> |
| Total Clickfox, Inc. | | | | 1,630,582 | 1,059 | 545 |
| Daegis Inc. (pka Unify Corporation) ⁽³⁾ | Software | Common Stock Warrants | | 718,860 | 1,434 | 75 |
| Endplay, Inc. | Software | Preferred Stock Warrants | Series B | 180,000 | 67 | 39 |
| Forescout Technologies, Inc. | Software | Preferred Stock Warrants | Series D | 399,687 | 99 | 202 |
| HighRoads, Inc. | Software | Preferred Stock Warrants | Series B | 190,176 | 44 | 9 |
| Hillcrest Laboratories, Inc. | Software | Preferred Stock Warrants | Series E | 1,865,650 | 55 | 70 |
| JackBe Corporation | Software | Preferred Stock Warrants | Series C | 180,000 | 73 | 54 |
| Kxen, Inc. ⁽⁴⁾ | Software | Preferred Stock Warrants | Series D | 184,614 | 47 | 13 |
| Rockyou, Inc. | Software | Preferred Stock Warrants | Series B | 41,266 | 117 | — |
| SugarSync Inc. | Software | Preferred Stock Warrants | Series CC | 332,726 | 78 | 123 |
| | | Preferred Stock Warrants | Series DD | <u>107,526</u> | <u>34</u> | <u>30</u> |
| Total SugarSync Inc. | | | | 440,252 | 112 | 153 |
| Tada Innovations, Inc. | Software | Preferred Stock Warrants | Series A | 20,833 | 25 | — |
| White Sky, Inc. | Software | Preferred Stock Warrants | Series B-2 | 124,295 | 54 | 3 |
| WildTangent, Inc. | Software | Preferred Stock Warrants | Series 3A | 100,000 | 238 | 82 |
| Total Warrants Software (1.51%)* | | | | | 4,225 | 7,776 |
| Clustrix, Inc. | Electronics & Computer Hardware | Preferred Stock Warrants | Series B | 49,732 | 12 | 13 |
| Luminus Devices, Inc. | Electronics & Computer Hardware | Common Stock Warrants | | 26,386 | 600 | — |
| Shocking Technologies, Inc. | Electronics & Computer Hardware | Preferred Stock Warrants | Series A-1 | 181,818 | 63 | 106 |
| Total Warrant Electronics & Computer Hardware (0.02%)* | | | | | 675 | 119 |
| Althea Technologies, Inc. | Specialty Pharmaceuticals | Preferred Stock Warrants | Series D | 502,273 | 309 | 889 |
| Pacira Pharmaceuticals, Inc. ⁽³⁾ | Specialty Pharmaceuticals | Common Stock Warrants | | 178,987 | 1,086 | 1,263 |
| Quatrx Pharmaceuticals Company | Specialty Pharmaceuticals | Preferred Stock Warrants | Series E | 340,534 | 528 | — |
| Total Warrants Specialty Pharmaceuticals (0.42%)* | | | | | 1,923 | 2,152 |
| IPA Holdings, LLC | Consumer & Business Products | Common Stock Warrants | | 650,000 | 275 | 485 |
| Market Force Information, Inc. | Consumer & Business Products | Preferred Stock Warrants | Series A | 99,286 | 24 | 84 |
| Seven Networks, Inc. | Consumer & Business Products | Preferred Stock Warrants | Series C | 1,821,429 | 174 | 130 |
| ShareThis, Inc. | Consumer & Business Products | Preferred Stock Warrants | Series B | 535,905 | 547 | 543 |
| Wageworks, Inc. ⁽³⁾ | Consumer & Business Products | Common Stock Warrants | | 211,765 | 252 | 2,023 |
| Wavemarket, Inc. | Consumer & Business Products | Preferred Stock Warrants | Series E | 1,083,333 | 106 | 61 |
| Total Warrant Consumer & Business Products (0.64%)* | | | | | 1,378 | 3,326 |
| Achronix Semiconductor Corporation | Semiconductors | Preferred Stock Warrants | Series D | 360,000 | 160 | 84 |
| Enpirion, Inc. | Semiconductors | Preferred Stock Warrants | Series D | 239,872 | 157 | — |
| iWatt, Inc. | Semiconductors | Preferred Stock Warrants | Series C | 558,748 | 45 | 14 |
| | | Preferred Stock Warrants | Series D | <u>1,954,762</u> | <u>583</u> | <u>289</u> |
| Total iWatt, Inc. | | | | 2,513,510 | 628 | 303 |
| Kovio Inc. | Semiconductors | Preferred Stock Warrants | Series B | 319,352 | 92 | — |
| Quartics, Inc. | Semiconductors | Preferred Stock Warrants | Series C | 69,139 | 53 | — |
| Total Warrants Semiconductors (0.08%)* | | | | | 1,090 | 387 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
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| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Series</u> | <u>Shares</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|--|---------------------------------------|---|---------------|---------------|---------------------------|----------------------------|
| AcelRX Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Common Stock Warrants | | 274,508 | \$ 356 | \$ 406 |
| ADMA Biologics, Inc. | Drug Delivery | Common Stock Warrants | | 25,000 | 129 | 128 |
| Alexza Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Common Stock Warrants | | 37,639 | 645 | 8 |
| BIND Biosciences, Inc. | Drug Delivery | Preferred Stock Warrants | Series C-1 | 150,000 | 291 | 446 |
| Intelliject, Inc. | Drug Delivery | Preferred Stock Warrants | Series B | 82,500 | 594 | 574 |
| NuPathe, Inc. ⁽³⁾ | Drug Delivery | Common Stock Warrants | | 106,631 | 139 | 165 |
| Revanche Therapeutics, Inc. | Drug Delivery | Preferred Stock Warrants | Series D | 269,663 | 557 | 618 |
| Transcept Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Common Stock Warrants | | 61,452 | 87 | 44 |
| Total Warrant Drug Delivery (0.46%)* | | | | | <u>2,798</u> | <u>2,389</u> |
| Blurb, Inc. | Internet Consumer & Business Services | Preferred Stock Warrants | Series B | 439,336 | 323 | 347 |
| | | Preferred Stock Warrants | Series C | 234,280 | 636 | 218 |
| Total Blurb, Inc. | | | | 673,616 | 959 | 565 |
| Invoke Solutions, Inc. | Internet Consumer & Business Services | Common Stock Warrants | | 53,084 | 38 | — |
| Just.Me | Internet Consumer & Business Services | Preferred Stock Warrants | Series A | 102,299 | 20 | 20 |
| Prism Education Group, Inc. | Internet Consumer & Business Services | Preferred Stock Warrants | Series B | 200,000 | 43 | |
| Reply! Inc. | Internet Consumer & Business Services | Preferred Stock Warrants | Series B | 137,225 | 320 | 802 |
| Second Rotation | Internet Consumer & Business Services | Preferred Stock Warrants | Series D | 105,819 | 105 | 113 |
| Tectura Corporation | Internet Consumer & Business Services | Preferred Stock Warrants | Series B-1 | 253,378 | 51 | 12 |
| Trulia, Inc. ⁽³⁾ | Internet Consumer & Business Services | Common Stock Warrants | | 56,053 | 188 | 368 |
| Total Warrants Internet Consumer & Business Services (0.37%)* | | | | | <u>1,724</u> | <u>1,880</u> |
| Buzznet, Inc. | Information Services | Preferred Stock Warrants | Series B | 19,962 | 9 | |
| Cha Cha Search, Inc. | Information Services | Preferred Stock Warrants | Series F | 48,232 | 58 | 5 |
| Eccentex Corporation | Information Services | Preferred Stock Warrants | Series A | 408,719 | 31 | 3 |
| Intelligent Beauty, Inc. | Information Services | Preferred Stock Warrants | Series B | 190,234 | 230 | 579 |
| InXpo, Inc. | Information Services | Preferred Stock Warrants | Series C | 648,400 | 98 | 43 |
| | Information Services | Preferred Stock Warrants | Series C-1 | 267,049 | 25 | 24 |
| Total InXpo, Inc. | | | | 915,449 | 123 | 67 |
| Jab Wireless, Inc. | Information Services | Preferred Stock Warrants | Series A | 266,567 | 265 | 420 |
| RichRelevance, Inc. | Information Services | Preferred Stock Warrants | Series D | 112,749 | 98 | 28 |
| Solutionary, Inc. | Information Services | Preferred Stock Warrants | Series A-2 | 111,311 | 96 | 5 |
| Total Warrants Information Services (0.22%)* | | | | | <u>910</u> | <u>1,107</u> |
| EKOS Corporation | Medical Device & Equipment | Preferred Stock Warrants | Series C | 4,448,135 | 327 | |
| Gelesis, Inc. ⁽⁶⁾ | Medical Device & Equipment | LLC Interest | | 263,688 | 78 | 95 |
| Lanx, Inc. | Medical Device & Equipment | Preferred Stock Warrants | Series C | 1,203,369 | 441 | 445 |
| Novasys Medical, Inc. | Medical Device & Equipment | Preferred Stock Warrants | Series D | 580,447 | 131 | |
| | | Common Stock Warrants | | 109,449 | 2 | |
| Total Novasys Medical, Inc. | | | | 689,896 | 133 | |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Device & Equipment | Preferred Stock Warrants | Series D | 6,206,187 | 1,069 | 151 |
| Oraya Therapeutics, Inc. | Medical Device & Equipment | Preferred Stock Warrants | Series C | 716,948 | 676 | 314 |
| | | Common Stock Warrants | | 95,498 | 66 | 62 |
| Total Oraya Therapeutics, Inc. | | | | 812,446 | 742 | 376 |
| USHIFU, LLC | Medical Device & Equipment | Preferred Stock Warrants | Series G | 141,388 | 188 | 188 |
| Total Warrants Medical Device & Equipment (0.24%)* | | | | | <u>2,978</u> | <u>1,255</u> |

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| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Series</u> | <u>Shares</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|--|------------------------------|---|---------------|---------------|---------------------------|----------------------------|
| Navidea Biopharmaceuticals, Inc. (pka Neoprobe) ⁽³⁾ | Diagnostic | Common Stock Warrants | | 333,333 | \$ 244 | \$ 360 |
| Tethys Bioscience, Inc. | Diagnostic | Preferred Stock Warrants | Series E | 617,683 | 148 | 169 |
| Total Warrants Diagnostic (0.10%)* | | | | | <u>392</u> | <u>529</u> |
| Labcyte, Inc. | Biotechnology Tools | Preferred Stock Warrants | Series C | 1,127,624 | 323 | 247 |
| NuGEN Technologies, Inc. | Biotechnology Tools | Preferred Stock Warrants | Series B | 204,545 | 45 | 161 |
| | | Preferred Stock Warrants | Series C | 30,114 | 33 | 8 |
| Total NuGEN Technologies, Inc. | | | | 234,659 | 78 | 169 |
| Total Warrants Biotechnology Tools (0.08%)* | | | | | <u>401</u> | <u>416</u> |
| Entrigue Surgical, Inc. | Surgical Devices | Preferred Stock Warrants | Series B | 62,500 | 87 | 2 |
| Transmedics, Inc. | Surgical Devices | Preferred Stock Warrants | Series B | 40,436 | 225 | — |
| | | Preferred Stock Warrants | Series D | 175,000 | 100 | 100 |
| Total Transmedics, Inc. | | | | | 325 | 100 |
| Gynesonics, Inc. | Surgical Devices | Preferred Stock Warrants | Series A | 123,457 | 18 | 7 |
| | | Preferred Stock Warrants | Series C | 1,474,261 | 387 | 298 |
| Total Gynesonics, Inc. | | | | 1,597,718 | 405 | 305 |
| Total Warrants Surgical Devices (0.08%)* | | | | | <u>817</u> | <u>407</u> |
| Everyday Health, Inc. (pka Waterfront Media, Inc.) | Media/Content/ Info | Preferred Stock Warrants | Series C | 110,018 | 60 | 55 |
| Glam Media, Inc. | Media/Content/ Info | Preferred Stock Warrants | Series D | 407,457 | 482 | — |
| Zoom Media Group, Inc. | Media/Content/ Info | Preferred Stock Warrants | n/a | 1,204 | 348 | 346 |
| Total Warrants Media/Content/Info (0.08%)* | | | | | <u>890</u> | <u>401</u> |
| Alphabet Energy, Inc. | Clean Tech | Preferred Stock Warrants | Series A | 79,083 | 68 | 148 |
| American Superconductor Corporation ⁽³⁾ | Clean Tech | Common Stock Warrants | | 139,275 | 244 | 122 |
| BrightSource Energy, Inc. | Clean Tech | Preferred Stock Warrants | Series D | 58,333 | 675 | 248 |
| Calera, Inc. | Clean Tech | Preferred Stock Warrants | Series C | 44,529 | 513 | — |
| EcoMotors, Inc. | Clean Tech | Preferred Stock Warrants | Series B | 437,500 | 308 | 435 |
| Enphase Energy, Inc. ⁽³⁾ | Clean Tech | Common Stock Warrants | | 37,500 | 102 | 17 |
| Fulcrum Bioenergy, Inc. | Clean Tech | Preferred Stock Warrants | Series C-1 | 187,265 | 211 | 104 |
| Glori Energy, Inc. | Clean Tech | Preferred Stock Warrants | Series C | 145,932 | 165 | 62 |
| GreatPoint Energy, Inc. | Clean Tech | Preferred Stock Warrants | Series D-1 | 393,212 | 548 | 1 |
| Integrated Photovoltaics, Inc. | Clean Tech | Preferred Stock Warrants | Series A-1 | 390,000 | 82 | 119 |
| Polyera Corporation | Clean Tech | Preferred Stock Warrants | Series C | 161,575 | 69 | 68 |
| Propel Biofuels, Inc. | Clean Tech | Preferred Stock Warrants | Series C | 3,200,000 | 211 | 317 |
| Redwood Systems, Inc. | Clean Tech | Preferred Stock Warrants | Series C | 331,250 | 3 | 2 |
| SClenergy, Inc. ⁽⁴⁾ | Clean Tech | Preferred Stock Warrants | Series D | 1,061,168 | 361 | 145 |
| Solexel, Inc. | Clean Tech | Preferred Stock Warrants | Series B | 245,682 | 1,161 | 7 |
| Stion Corporation ⁽⁴⁾ | Clean Tech | Preferred Stock Warrants | Series E | 110,226 | 317 | 167 |
| Trilliant, Inc. | Clean Tech | Preferred Stock Warrants | Series A | 320,000 | 161 | 54 |
| Total Warrants Clean Tech (0.39%)* | | | | | <u>5,199</u> | <u>2,016</u> |
| Total Warrants (5.73%) | | | | | <u>\$32,060</u> | <u>\$ 29,550</u> |
| Aveo Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock | | 167,864 | 842 | 1,351 |
| Dicerna Pharmaceuticals, Inc. | Drug Discovery & Development | Preferred Stock | Series B | 502,684 | 502 | 488 |
| Inotek Pharmaceuticals Corp. | Drug Discovery & Development | Preferred Stock | Series C | 15,334 | 1,500 | — |
| Merrimack Pharmaceuticals, Inc. ⁽³⁾ | Drug Discovery & Development | Common Stock | | 546,448 | 2,000 | 3,328 |
| Paratek Pharmaceuticals, Inc. | Drug Discovery & Development | Preferred Stock | Series H | 244,158 | 1,000 | 283 |
| | | Common Stock | | 47,471 | 5 | 3 |
| Total Paratek Pharmaceuticals, Inc. | | | | 291,629 | 1,005 | 286 |
| Total Equity Drug Discovery & Development (1.06%)* | | | | | <u>5,849</u> | <u>5,453</u> |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)
December 31, 2012
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Series</u> | <u>Shares</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|--|---------------------------------|---|---------------|---------------|---------------------------|----------------------------|
| Acceleron Pharmaceuticals, Inc. | Drug Delivery | Preferred Stock | Series B | 600,601 | \$ 1,000 | \$ 915 |
| | | Preferred Stock | Series C | 93,456 | 242 | 205 |
| | | Preferred Stock | Series E | 43,488 | 98 | 174 |
| | | Preferred Stock | Series F | 19,268 | 61 | 77 |
| Total Acceleron Pharmaceuticals, Inc. | | | | 756,813 | 1,401 | 1,371 |
| Merrion Pharma, Plc. ⁽³⁾⁽⁵⁾⁽¹⁰⁾ | Drug Delivery | Common Stock | | 20,000 | 9 | — |
| Nupathe, Inc. | Drug Delivery | Common Stock | | 50,000 | 146 | 142 |
| Transcept Pharmaceuticals, Inc. ⁽³⁾ | Drug Delivery | Common Stock | | 41,570 | 500 | 185 |
| Total Equity Drug Delivery (0.33%)* | | | | | <u>2,056</u> | <u>1,698</u> |
| E-band Communications, Corp. ⁽⁶⁾ | Communications & Networking | Preferred Stock | Series B | 564,972 | 2,000 | — |
| | | Preferred Stock | Series C | 649,998 | 372 | — |
| | | Preferred Stock | Series D | 847,544 | 508 | — |
| | | Preferred Stock | Series E | 1,987,605 | 374 | — |
| Total E-band Communications, Corp. | | | | 4,050,119 | 3,254 | — |
| Glowpoint, Inc. ⁽³⁾ | Communications & Networking | Common Stock | | 114,192 | 101 | 227 |
| Neonova Holding Company | Communications & Networking | Preferred Stock | Series A | 500,000 | 250 | 200 |
| Peerless Network, Inc. | Communications & Networking | Preferred Stock | Series A | 1,000,000 | 1,000 | 3,692 |
| Stoke, Inc. | Communications & Networking | Preferred Stock | Series E | 152,905 | 500 | 631 |
| UPH Holdings, Inc. | Communications & Networking | Common Stock | | 742,887 | — | 624 |
| Total Equity Communications & Networking (1.04%)* | | | | | <u>5,105</u> | <u>5,374</u> |
| Atrenta, Inc. | Software | Preferred Stock | Series C | 1,196,845 | 508 | 1,042 |
| | | Preferred Stock | Series D | 635,513 | 986 | 1,604 |
| Total Atrenta, Inc. | | | | 1,832,358 | 1,494 | 2,646 |
| Box, Inc. ⁽⁴⁾ | Software | Preferred Stock | Series C | 390,625 | 500 | 5,117 |
| | | Preferred Stock | Series D | 158,127 | 500 | 2,071 |
| | | Preferred Stock | Series D-1 | 124,511 | 1,000 | 1,632 |
| | | Preferred Stock | Series D-2 | 220,751 | 2,001 | 2,892 |
| | | Preferred Stock | Series E | 38,183 | 500 | 500 |
| Total Box, Inc. | | | | 932,197 | 4,501 | 12,212 |
| Caplinked, Inc. | Software | Preferred Stock | Series A-3 | 53,614 | 52 | 77 |
| Total Equity Software (2.89%)* | | | | | <u>6,047</u> | <u>14,935</u> |
| Spatial Photonics, Inc. | Electronics & Computer Hardware | Preferred Stock | Series D | 4,717,813 | 268 | — |
| Virident Systems | Electronics & Computer Hardware | Preferred Stock | Series D | 6,546,217 | 5,000 | 4,922 |
| Total Equity Electronics & Computer Hardware (0.95%)* | | | | | <u>5,268</u> | <u>4,922</u> |
| Quatrx Pharmaceuticals Company | Specialty Pharmaceuticals | Preferred Stock | Series E | 166,419 | 750 | — |
| Total Equity Specialty Pharmaceuticals (0.00%)* | | | | | <u>750</u> | <u>—</u> |
| Caivis Acquisition Corporation | Consumer & Business Products | Common Stock | Series A | 295,861 | 819 | 597 |
| Facebook, Inc. ⁽³⁾ | Consumer & Business Products | Common Stock | Series B | 307,500 | 9,558 | 8,089 |
| IPA Holdings, LLC | Consumer & Business Products | Preferred Stock | LLC interest | 500,000 | 500 | 711 |
| Market Force Information, Inc. | Consumer & Business Products | Preferred Stock | Series B | 187,970 | 500 | 657 |
| Wageworks, Inc. ⁽³⁾ | Consumer & Business Products | Common Stock | Series D | 19,260 | 250 | 343 |
| Total Equity Consumer & Business Products (2.02%)* | | | | | <u>11,627</u> | <u>10,397</u> |
| iWatt, Inc. | Semiconductors | Preferred Stock | Series E | 2,412,864 | 490 | 752 |
| Total Equity Semiconductors (0.15%)* | | | | | <u>490</u> | <u>752</u> |

See notes to consolidated financial statements.

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HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
CONSOLIDATED SCHEDULE OF INVESTMENTS—(Continued)

December 31, 2012
(dollars in thousands)

| <u>Portfolio Company</u> | <u>Sub-Industry</u> | <u>Type of Investment⁽¹⁾</u> | <u>Series</u> | <u>Shares</u> | <u>Cost⁽²⁾</u> | <u>Value⁽³⁾</u> |
|---|----------------------------|---|---------------|-------------------|---------------------------|----------------------------|
| Buzznet, Inc. | Information Services | Preferred Stock | Series C | 263,158 | \$ 250 | \$ — |
| Good Technologies, Inc. (pka Visto Corporation) | Information Services | Common Stock | | 500,000 | 603 | — |
| Solutionary, Inc. | Information Services | Preferred Stock | Series A-1 | 189,495 | 18 | 235 |
| | | Preferred Stock | Series A-2 | 65,834 | 325 | 82 |
| Total Solutionary, Inc. | | | | 255,329 | 343 | 317 |
| Total Equity Information Services (0.06%)* | | | | | <u>1,196</u> | <u>317</u> |
| Gelesis, Inc. ⁽⁶⁾ | Medical Device & Equipment | | LLC Interest | 674,208 | — | 435 |
| | | | LLC Interest | 674,208 | 425 | 610 |
| | | | LLC Interest | 675,676 | 500 | 525 |
| Total Gelesis, Inc. | | | | 2,024,092 | 925 | 1,570 |
| Lanx, Inc. | Medical Device & Equipment | Preferred Stock | Series C | 1,203,369 | 1,000 | 1,155 |
| Novasys Medical, Inc. | Medical Device & Equipment | Preferred Stock | Series D-1 | 4,118,444 | 1,000 | — |
| Optiscan Biomedical, Corp. ⁽⁶⁾ | Medical Device & Equipment | Preferred Stock | Series B | 6,185,567 | 3,000 | 314 |
| | | Preferred Stock | Series C-2 | 1,927,309 | 655 | 251 |
| Total Optiscan Biomedical, Corp. | | | | 8,112,876 | 3,655 | 565 |
| Total Equity Medical Device & Equipment (0.64%)* | | | | | <u>6,580</u> | <u>3,290</u> |
| NuGEN Technologies, Inc. | Biotechnology Tools | Preferred Stock | Series C | 189,394 | 500 | 600 |
| Total Equity Biotechnology Tools (0.12%)* | | | | | <u>500</u> | <u>600</u> |
| Transmedics, Inc. | Surgical Devices | Preferred Stock | Series B | 88,961 | 1,100 | — |
| | | Preferred Stock | Series C | 119,999 | 300 | — |
| | | Preferred Stock | Series D | 260,000 | 650 | 650 |
| Total Transmedics, Inc. | | | | 468,960 | 2,050 | 650 |
| Gynesonics, Inc. | Surgical Devices | Preferred Stock | Series B | 219,298 | 250 | 159 |
| | | Preferred Stock | Series C | 656,512 | 282 | 251 |
| Total Gynesonics, Inc. | | | | 875,810 | 532 | 410 |
| Total Equity Surgical Devices (0.20%)* | | | | | <u>2,582</u> | <u>1,060</u> |
| Everyday Health, Inc. (pka Waterfront Media, Inc.) | Media/Content/ Info | Preferred Stock | Series D | 145,590 | 1,000 | 412 |
| Total Equity Media/Content/Info (0.08%)* | | | | | <u>1,000</u> | <u>412</u> |
| Total Equity (9.54%) | | | | <u>45,081,540</u> | <u>\$ 49,050</u> | <u>\$ 49,210</u> |
| | | | | | <u>49,050</u> | <u>49,210</u> |
| Total Investments (175.65%) | | | | | <u>\$914,338</u> | <u>\$906,300</u> |

* Value as a percent of net assets

(1) Preferred and common stock, warrants, and equity interests are generally non-income producing.

(2) Gross unrealized appreciation, gross unrealized depreciation, and net depreciation for federal income tax purposes totaled \$19.9 million, \$27.6 million and \$7.8 million respectively. The tax cost of investments is \$916.9 million

(3) Except for warrants in twenty publicly traded companies and common stock in eight publicly traded companies, all investments are restricted at December 31, 2012 and were valued at fair value as determined in good faith by the Board of Directors. No unrestricted securities of the same issuer are outstanding. The Company uses the Standard Industrial Code for classifying the industry grouping of its portfolio companies.

(4) Debt investments of this portfolio company have been pledged as collateral under the Wells Facility.

(5) Non-U.S. company or the company's principal place of business is outside the United States.

(6) Affiliate investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owns as least 5% but not more than 25% of the voting securities of the Company.

(7) Control investment that is defined under the Investment Company Act of 1940 as companies in which HTGC owners as least 25% but not more than 50% of the voting securities of the Company.

(8) Debt is on non-accrual status at December 31, 2012, and is therefore considered non-income producing.

(9) Convertible Senior Debt

(10) Indicates assets that the Company deems not "qualifying assets" under section 55(a) of the Investment Company Act of 1940, as amended. Qualifying assets must represent at least 70% of the Company's total assets at the time of acquisition of any additional non-qualifying assets.

(11) Denotes that all or a portion of the loan secures the notes offered in the Debt Securitization (as defined in Note 4).

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Description of Business and Basis of Presentation

Hercules Technology Growth Capital, Inc. (the “Company”) is 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. The Company sources its investments through its principal office located in Palo Alto, CA, as well as through its additional offices in Boston, MA, New York, NY, Boulder, CO and McLean, VA. The Company was incorporated under the General Corporation Law of the State of Maryland in December 2003.

The Company is an internally managed, non-diversified closed-end investment company that has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). From incorporation through December 31, 2005, the Company was taxed as a corporation under Subchapter C of the Internal Revenue Code of 1986, (the “Code”). Effective January 1, 2006, the Company has elected to be treated for tax purposes as a regulated investment company, or RIC, under the Code (see Note 5).

Hercules Technology II, L.P. (“HT II”), Hercules Technology III, L.P. (“HT III”), and Hercules Technology IV, L.P. (“HT IV”), are Delaware limited partnerships that were formed in January 2005, September 2009 and December 2010, respectively. HT II and HT III were licensed to operate as small business investment companies (“SBICs”) under the authority of the Small Business Administration (“SBA”) on September 27, 2006 and May 26, 2010, respectively. As SBICs, HT II and HT III are subject to a variety of regulations concerning, among other things, the size and nature of the companies in which they may invest and the structure of those investments. HT IV was formed in anticipation of receiving an additional SBIC license; however, the Company has not yet applied for such license, and HT IV currently has no material assets or liabilities. The Company also formed Hercules Technology SBIC Management, LLC, or (“HTM”), a limited liability company in November 2003. HTM is a wholly owned subsidiary of the Company and serves as the limited partner and general partner of HT II and HT III (see Note 4 to the Company’s consolidated financial statements.)

HT II and HT III hold approximately \$163.9 million and \$274.7 million in assets, respectively, and they accounted for approximately 10.4% and 17.5% of our total assets, respectively, prior to consolidation at September 30, 2013.

The Company also established wholly owned subsidiaries, all of which are structured as Delaware corporations and limited liability companies, to hold portfolio companies organized as limited liability companies, or LLCs (or other forms of pass-through entities). By investing through these wholly owned subsidiaries, the Company is able to benefit from the tax treatment of these entities and create a tax structure that is more advantageous with respect to the Company’s RIC status.

The consolidated financial statements include the accounts of the Company, its subsidiaries and its consolidated securitization VIE. All inter-company accounts and transactions have been eliminated in consolidation. In accordance with Article 6 of Regulation S-X under the Securities Act of 1933 and the Securities and Exchange Act of 1934, the Company does not consolidate portfolio company investments. The accompanying consolidated interim financial statements are presented in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information, and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X under the Securities Act of 1933 and the Securities Exchange Act of 1934. Accordingly, certain disclosures accompanying annual consolidated financial statements prepared in accordance with U.S. GAAP are omitted. In the opinion of management, all adjustments consisting solely of normal recurring accruals considered necessary for the fair presentation of consolidated financial statements for the interim periods have been included. The current period’s results of operations are not necessarily indicative of results that ultimately may be achieved for the year. Therefore, the interim unaudited consolidated financial statements and notes should be read in conjunction with the audited consolidated financial statements and notes thereto for the period ended December 31, 2012. The year-end consolidated statement of assets and liabilities data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. Financial statements prepared on a U.S. GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

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2. Summary of Significant Accounting Policies

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries and all VIEs of which the Company is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

A VIE is an entity that either (i) has insufficient equity to permit the entity to finance its activities without additional subordinated financial support or (ii) has equity investors who lack the characteristics of a controlling financial interest. The primary beneficiary of a VIE is the party with both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb the losses or the right to receive benefits that could potentially be significant to the VIE.

To assess whether the Company has the power to direct the activities of a VIE that most significantly impact its economic performance, the Company considers all the facts and circumstances including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes identifying the activities that most significantly impact the VIE's economic performance and identifying which party, if any, has power over those activities. In general, the party that makes the most significant decisions affecting the VIE is determined to have the power to direct the activities of a VIE. To assess whether the Company has the obligation to absorb the losses or the right to receive benefits that could potentially be significant to the VIE, the Company considers all of its economic interests, including debt and equity interests, servicing rights and fee arrangements, and any other variable interests in the VIE. If the Company determines that it is the party with the power to make the most significant decisions affecting the VIE, and the Company has a potentially significant interest in the VIE, then it consolidates the VIE.

The Company performs ongoing reassessments, usually quarterly, of whether it is the primary beneficiary of a VIE. The reassessment process considers whether the Company has acquired or divested the power to direct the activities of the VIE through changes in governing documents or other circumstances. The Company also reconsiders whether entities previously determined not to be VIEs have become VIEs, based on certain events, and therefore are subject to the VIE consolidation framework.

As of the date of this report, the only VIE consolidated by the Company is its securitization VIE formed in conjunction with the issuance of the Asset-Backed Notes (See Note 4).

Valuation of Investments

The Company's 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"). At September 30, 2013, 80.1% of the Company's 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. The Company's 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, substantially all of the Company's 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 these investment securities to be traded or exchanged. As such, the Company values substantially all of its investments at fair value as determined in good faith pursuant to a consistent valuation policy and the Company's 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 the Company's investments determined in good faith by its Board 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.

Our Board of Directors may from time to time engage an independent valuation firm to provide the Company with valuation assistance with respect to certain portfolio investments on a quarterly basis. The Company intends to continue to engage an independent valuation firm to provide management with assistance regarding the Company's determination of the fair value of selected portfolio investments each quarter unless directed by the Board of Directors to cancel such valuation services. The scope of services rendered by an independent valuation firm is at the discretion of the Board of Directors. The Company's Board of Directors is ultimately and solely responsible for determining the fair value of the Company's 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, the Company's Board of Directors has approved a multi-step valuation process each quarter, as described below:

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- (1) the Company's quarterly valuation process begins with each portfolio company or investment 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 the Company's investment committee;
- (3) the valuation committee of the Board of Directors reviews the preliminary valuation of the investment committee which incorporates the results of the independent valuation firm as appropriate;
- (4) the Board of Directors 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 valuation 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 but does not expand the use of fair value in any new circumstances. 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.

The Company has 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.

In accordance with ASU 2011-04, the following table provides quantitative information about the Company's Level 3 fair value measurements of the Company's investments as of September 30, 2013 (unaudited). In addition to the techniques and inputs noted in the table below, according to the Company's valuation policy the Company may also use other valuation techniques and methodologies when determining the Company's 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 the Company's fair value measurements.

| <u>Investment Type - Level Three Debt Investments</u> | <u>Fair Value at September 30, 2013</u> (in thousands) | <u>Valuation Techniques/ Methodologies</u> | <u>Unobservable Input (a)</u> | <u>Range</u> |
|---|---|--|---|---|
| Pharmaceuticals - Debt | \$ 271,642 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 12.84% - 17.62% (1.0%) - 0.00% |
| | 3,258 | Option Pricing Model (b) | Average Industry Volatility (c) Risk Free Interest Rate | 55.86% 0.04% |
| | 1,033 | Liquidation | Estimated Time to Exit (in months) Investment Collateral | 6.07 \$1.0 - \$3.2 million |
| | 60,557 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 13.54% - 18.41% (1.0%) - 1.0% |
| Medical Devices - Debt | 148,459 | Market Comparable Companies | Hypothetical Market Yield | 7.84% - 21.22% |
| | | | Premium/(Discount) | (1.0%) - 2.0% |
| Technology - Debt | 2,377 | Liquidation | Investment Collateral | \$0.4 - \$5.4 million |
| | | | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) |
| Clean Tech - Debt | 174,487 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 12.67% - 17.17% (0.5%) - 0.75% |
| Lower Middle Market - Debt | 232,580 | Market Comparable Companies | Hypothetical Market Yield | 12.67% - 17.17% |
| | | | Premium/(Discount) | (0.5%) - 0.75% |
| | 100 | | Investment Collateral | \$0.00 - \$2.1 million |
| Total Level Three Debt Investments | \$ 894,493 | | | |

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- (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 Consolidated Schedule of Investments are included in the industries note above as follows:

Pharmaceuticals, above, is comprised of debt investments in the Therapeutic, 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, Internet Consumer and Business Services, Information Services, and Communications and Networking industries in the Schedule of Investments.

Lower Middle Market, above, is comprised of debt investments in the Communications and Networking, Electronics and Computer Hardware, Healthcare Services - Other, Information Services, Internet Consumer and Business Services, Media/Content/Info, and Specialty Pharmaceuticals industries in the Schedule of Investments.

Clean Tech, above, aligns with the Clean Tech Industry in the Schedule of Investments.

- (b) An option pricing model valuation technique was used to derive the fair value of the conversion feature of convertible notes.

- (c) Represents the range of industry volatility used by market participants when pricing the investment.

| <u>Investment Type -</u> | <u>Fair Value at September 30, 2013</u> (in thousands) | <u>Valuation Techniques/ Methodologies</u> | <u>Unobservable Input (a)</u> | <u>Range</u> |
|--|---|--|--|--|
| Level Three Equity Investments | \$ 45,063 | Market Comparable Companies | EBITDA Multiple (b) Revenue Multiple (b) Discount for Lack of Marketability (c) | 5.7x - 47.0x 1.2x - 5.7x 10.8% - 27.4% |
| Level Three Warrant Investments | 26,393 | Market Comparable Companies | EBITDA Multiple (b) Revenue Multiple (b) Discount for Lack of Marketability (c) | 5.7x - 47.0x 1.2x - 5.7x 10.8% - 27.4% |
| Warrant positions additionally subject to: | | Option Pricing Model | Average Industry Volatility (d) Risk-Free Interest Rate Estimated Time to Exit (in months) | 34.9% - 103.5% 0.1% - 1.3% 12 - 48 |
| Total Level Three Warrant and Equity Investments | <u>\$ 71,456</u> | | | |

- (a) The significant unobservable inputs used in the fair value measurement of the Company's 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 the Company has determined that market participants would use such multiples when pricing the investments.

- (c) Represents amounts used when the Company has 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

The Company follows 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. The Company's 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, the Company's 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.

In making a good faith determination of the value of our investments, the Company generally starts with the cost basis of the investment, which includes the value attributed to the OID, if any, and PIK interest which has been accrued to principal as earned. The Company then applies the valuation methods as set forth below.

The Company applies a procedure 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, the Company also evaluates the collateral for recoverability of the debt investments as well as applies all of its historical fair value analysis. The Company uses pricing on recently issued comparable debt securities to determine the baseline hypothetical market yields as of the measurement date.

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The Company considers 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.

The Company's 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. The Company values its syndicated loans using broker quotes and bond indices amongst other factors. If there is a significant deterioration of the credit quality of a debt investment, the Company may consider other factors to estimate fair value, including the proceeds that would be received in a liquidation analysis.

The Company records unrealized depreciation on investments when it believes that an investment has decreased in value, including where collection of a loan is doubtful or, if under the in-exchange premise, when the value of a debt security was to be less than amortized cost of the investment. Conversely, where appropriate, the Company records unrealized appreciation if it believes that the underlying portfolio company has appreciated in value and, therefore, that its 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, the Company generally receives warrants or other equity-related securities from the borrower. The Company determines 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 loan 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. The Company has 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.

The Company estimates 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 the Company's valuation of the warrant and equity-related securities. The Company periodically reviews the valuation of its 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.

Investments measured at fair value on a recurring basis are categorized in the tables below based upon the lowest level of significant input to the valuations as of September 30, 2013 (unaudited) and as of December 31, 2012. The Company transfers investments in and out of Level 1, 2 and 3 securities as of the beginning balance sheet date, based on changes in the use of observable and unobservable inputs utilized to perform the valuation for the period. During the nine months ended September 30, 2013, there were no transfers between Levels 1 or 2.

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| (in thousands) Description | 9/30/2013 | Investments at Fair Value as of September 30, 2013 | | |
|-------------------------------|-------------------|---|---|--|
| | | Quoted Prices In Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Senior secured debt | \$ 894,493 | \$ — | \$ — | \$ 894,493 |
| Preferred stock | 44,370 | — | — | 44,370 |
| Common stock | 10,329 | 9,636 | — | 693 |
| Warrants | 34,235 | — | 7,842 | 26,393 |
| | <u>\$ 983,427</u> | <u>\$ 9,636</u> | <u>\$ 7,842</u> | <u>\$ 965,949</u> |

| (in thousands) Description | 12/31/2012 | Investments at Fair Value as of December 31, 2012 | | |
|-------------------------------|-------------------|---|---|--|
| | | Quoted Prices In Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Senior secured debt | \$ 827,540 | \$ — | \$ — | \$ 827,540 |
| Preferred stock | 33,889 | — | — | 33,889 |
| Common stock | 15,321 | 13,665 | — | 1,656 |
| Warrants | 29,550 | — | 7,410 | 22,140 |
| | <u>\$ 906,300</u> | <u>\$ 13,665</u> | <u>\$ 7,410</u> | <u>\$ 885,225</u> |

The table below presents reconciliation for all financial assets and liabilities measured at fair value on a recurring basis, excluding accrued interest components, using significant unobservable inputs (Level 3) for the nine-months ended September 30, 2013 (unaudited) and year ended December 31, 2012.

| (in thousands) | Balance, January 1, 2013 | Net Realized Gains (losses) ⁽¹⁾ | Net change in unrealized appreciation or depreciation ⁽²⁾ | Purchases | Sales | Repayments | Gross Transfers into Level 3 ⁽³⁾ | Gross Transfers out of Level 3 ⁽³⁾ | Balances, September 30, 2013 |
|-----------------|-----------------------------|---|--|-------------------|--------------------|---------------------|--|--|---------------------------------|
| Senior Debt | \$ 827,540 | \$ (92) | \$ (10,233) | \$ 409,139 | \$ (8) | \$ (331,786) | \$ 769 | \$ (836) | \$ 894,493 |
| Preferred Stock | 33,889 | (609) | 11,975 | 4,010 | (3,995) | — | 776 | (1,676) | 44,370 |
| Common Stock | 1,656 | — | (1,056) | — | — | — | 93 | — | 693 |
| Warrants | 22,140 | 5,075 | 3,792 | 4,542 | (8,247) | — | — | (909) | 26,393 |
| Total | <u>\$ 885,225</u> | <u>\$ 4,374</u> | <u>\$ 4,478</u> | <u>\$ 417,691</u> | <u>\$ (12,250)</u> | <u>\$ (331,786)</u> | <u>\$ 1,638</u> | <u>\$ (3,421)</u> | <u>\$ 965,949</u> |

| (in thousands) | Balance, January 1, 2012 | Net Realized Gains (losses) ⁽¹⁾ | Net change in unrealized appreciation or depreciation ⁽²⁾ | Purchases | Sales | Repayments | Gross Transfers into Level 3 | Gross Transfers out of Level 3 | Balances, December 31, 2012 |
|-----------------|-----------------------------|---|--|-------------------|--------------------|---------------------|---------------------------------------|---|--------------------------------|
| Senior Debt | \$ 585,767 | \$ (5,178) | \$ (2,262) | \$ 545,913 | \$ (2,000) | \$ (294,294) | \$ — | \$ (406) | \$ 827,540 |
| Preferred Stock | 30,289 | (733) | 4,112 | 10,562 | (6,553) | — | 356 | (4,144) | 33,889 |
| Common Stock | 90 | (16) | 5,523 | 9,558 | (45) | — | — | (13,453) | 1,656 |
| Warrants | 26,284 | 4,413 | (2,453) | 7,362 | (9,211) | — | — | (4,256) | 22,140 |
| Total | <u>\$ 642,430</u> | <u>\$ (1,514)</u> | <u>\$ 4,920</u> | <u>\$ 573,395</u> | <u>\$ (17,809)</u> | <u>\$ (294,294)</u> | <u>\$ 356</u> | <u>\$ (22,259)</u> | <u>\$ 885,225</u> |

(1) Includes net realized gains (losses) recorded as realized gains or losses in the accompanying consolidated statements of operations.

(2) Included in change in net unrealized appreciation or depreciation in the accompanying consolidated statements of operations.

(3) Transfers in/out of Level 3 relate to the conversion of Optiscan Biomedical, Inc., Gynesonics, Inc. and Philotic, Inc. debt to equity, the conversion of OCZ Technology warrants to principal and the initial public offerings of Portola Pharmaceuticals, Inc., Acceleron Pharma, Inc. and Bind, Inc.

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For the nine months ended September 30, 2013, approximately \$7.6 million and \$2.5 million in unrealized appreciation was recorded for equity and warrant Level 3 investments, respectively, relating to assets still held at the reporting date. For the same period, approximately \$10.2 million in unrealized depreciation was recorded for Level 3 debt investments relating to assets still held at the reporting date.

For the year ended December 31, 2012, approximately \$3.8 million in unrealized appreciation and \$2.2 million in unrealized depreciation was recorded for equity and warrant Level 3 investments, respectively, relating to assets still held at the reporting date. For the same period, approximately \$2.3 million in unrealized depreciation was recorded for Level 3 debt investments relating to assets still held at the reporting date.

As required by the 1940 Act, the Company classifies its investments by level of control. "Control investments" are defined in the 1940 Act as investments in those companies that the Company is deemed to "control". Generally, under the 1940 Act, the Company is deemed to "control" a company in which it has invested if it owns 25% or more of the voting securities of such company or has greater than 50% representation on its board. "Affiliate investments" are investments in those companies that are "affiliated companies" of the Company, as defined in the 1940 Act, which are not control investments. The Company is deemed to be an "affiliate" of a company in which it has invested if it owns 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.

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The following table summarizes our realized and unrealized gain and loss and changes in our unrealized appreciation and depreciation on control and affiliate investments for the three and nine-months ended September 30, 2013 and 2012 (unaudited). At September 30, 2013, the Company did not hold any Control Investments.

(in thousands)

| Portfolio Company | Type | Three months ended September 30, 2013 | | | | | Nine months ended September 30, 2013 | | | | |
|----------------------------|-----------|---------------------------------------|-------------------|---|---|----------------------|--------------------------------------|---|---|----------------------|------|
| | | Fair Value at September 30, 2013 | Investment Income | Unrealized (Depreciation)/ Appreciation | Reversal of Unrealized (Depreciation)/ Appreciation | Realized Gain/(loss) | Investment Income | Unrealized (Depreciation)/ Appreciation | Reversal of Unrealized (Depreciation)/ Appreciation | Realized Gain/(loss) | |
| | | Gelesis, Inc. | Affiliate | \$ 523 | \$ — | \$ (487) | \$ — | \$ — | \$ — | \$ (1,143) | \$ — |
| Optiscan BioMedical, Corp. | Affiliate | 12,374 | 566 | (505) | — | — | 1,693 | (325) | — | — | |
| Total | | \$ 12,897 | \$ 566 | \$ (992) | \$ — | \$ — | \$ 1,693 | \$ (1,468) | \$ — | \$ — | |

(in thousands)

| Portfolio Company | Type | Three months ended September 30, 2012 | | | | | Nine months ended September 30, 2012 | | | | |
|-------------------|-----------|---------------------------------------|-------------------|---|---|----------------------|--------------------------------------|---|---|----------------------|------|
| | | Fair Value at September 30, 2012 | Investment Income | Unrealized (Depreciation)/ Appreciation | Reversal of Unrealized (Depreciation)/ Appreciation | Realized Gain/(loss) | Investment Income | Unrealized (Depreciation)/ Appreciation | Reversal of Unrealized (Depreciation)/ Appreciation | Realized Gain/(loss) | |
| | | E-Band Communication, Corp. | Affiliate | \$ 1,483 | \$ — | \$ 21 | \$ — | \$ — | \$ 4 | \$ (1,466) | \$ — |
| Gelesis | Affiliate | 1,792 | 239 | 92 | — | — | 683 | (799) | — | — | |
| Total | | \$ 3,275 | \$ 239 | \$ 113 | \$ — | \$ — | \$ 687 | \$ (2,265) | \$ — | \$ — | |

The Company's investment in E-Band Communications, Corp., a company that was a non-controlled affiliate investment as of September 30, 2012, was liquidated during the period ended June 30, 2013. Approximately \$3.3 million of realized losses and \$3.3 million of net change in unrealized appreciation was recognized on this non-controlled affiliate equity investment during the nine-months ended September 30, 2013.

During the year ended December 31, 2012, Optiscan BioMedical, Corp. became classified as a non-controlled affiliate.

A summary of the composition of the Company's investment portfolio as of September 30, 2013 (unaudited) and December 31, 2012 at fair value is shown as follows:

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|---------------------|-----------------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| | Senior secured debt with warrants | \$ 687,932 | 70.0% | \$ 652,041 |
| Senior secured debt | 240,796 | 24.5% | 205,049 | 22.6% |
| Preferred stock | 44,370 | 4.5% | 33,885 | 3.7% |
| Common Stock | 10,329 | 1.0% | 15,325 | 1.7% |
| Total | \$ 983,427 | 100.0% | \$ 906,300 | 100.0% |

A summary of the Company's investment portfolio, at value, by geographic location as of September 30, 2013 (unaudited) and December 31, 2012:

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|----------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| | United States | \$ 948,214 | 96.4% | \$ 901,041 |
| Netherlands | 9,878 | 1.0% | — | 0.0% |
| Canada | 24,835 | 2.5% | — | 0.0% |
| England | 500 | 0.1% | 5,259 | 0.6% |
| Total | \$ 983,427 | 100.0% | \$ 906,300 | 100.0% |

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The following table shows the fair value the Company's portfolio by industry sector at September 30, 2013 (unaudited) and December 31, 2012:

| <u>(in thousands)</u> | <u>September 30, 2013</u> | | <u>December 31, 2012</u> | |
|---------------------------------------|--------------------------------------|--|--------------------------------------|--|
| | <u>Investments at Fair Value</u> | <u>Percentage of Total Portfolio</u> | <u>Investments at Fair Value</u> | <u>Percentage of Total Portfolio</u> |
| Drug Discovery & Development | \$ 209,624 | 21.3% | \$ 188,479 | 20.8% |
| Clean Tech | 173,305 | 17.6% | 126,600 | 14.0% |
| Internet Consumer & Business Services | 157,884 | 16.1% | 136,149 | 15.0% |
| Medical Devices & Equipment | 100,635 | 10.2% | 54,575 | 6.0% |
| Software | 58,813 | 6.0% | 70,838 | 7.8% |
| Drug Delivery | 54,748 | 5.6% | 74,218 | 8.2% |
| Information Services | 46,696 | 4.7% | 53,523 | 5.9% |
| Communications & Networking | 40,155 | 4.1% | 37,560 | 4.1% |
| Electronics & Computer Hardware | 33,272 | 3.4% | 12,715 | 1.4% |
| Healthcare Services, Other | 29,378 | 3.0% | 36,481 | 4.0% |
| Media/Content/Info | 25,920 | 2.6% | 51,534 | 5.7% |
| Specialty Pharmaceuticals | 23,177 | 2.4% | 12,473 | 1.4% |
| Biotechnology Tools | 11,638 | 1.2% | 6,845 | 0.8% |
| Surgical Devices | 10,150 | 1.0% | 11,358 | 1.3% |
| Semiconductors | 4,845 | 0.5% | 2,922 | 0.3% |
| Consumer & Business Products | 1,899 | 0.2% | 13,723 | 1.5% |
| Diagnostic | 1,288 | 0.1% | 16,307 | 1.8% |
| | <u>\$ 983,427</u> | <u>100.0%</u> | <u>\$ 906,300</u> | <u>100.0%</u> |

During the three and nine-months ended September 30, 2013, the Company funded investments in debt securities totaling approximately \$67.5 million and \$405.4 million, respectively. During the three and nine-months ended September 30, 2013, the Company funded equity investments totaling approximately \$1.5 million and \$3.5 million, respectively. The Company did not convert any debt to equity in the three-months ended September 30, 2013 and converted approximately \$836,000 of debt to equity in three portfolio companies in the nine month period ended September 30, 2013. The Company converted approximately \$803,000 of warrants to debt in the three and nine-month periods ended September 30, 2013.

During the three and nine-month periods ended September 30, 2012, the Company funded investments in debt securities, totaling approximately \$90.8 million and \$260.6 million, respectively. During the three and nine-month periods ended September 30, 2012, the Company funded equity investments of approximately \$589,000 and \$7.7 million respectively. During the nine-month period ended September 30, 2012, the Company converted approximately \$356,000 of debt to equity in one portfolio company.

No single portfolio investment represents more than 10% of the fair value of the investments as of September 30, 2013 and September 30, 2012.

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During the three and nine-months ended September 30, 2013, the Company recognized net realized gains of approximately \$7.1 million and \$11.3 million on the portfolio, respectively. During the three-months ended September 30, 2013, the Company recorded gross realized gains of approximately \$7.8 million primarily from the sale of investments in 3 portfolio companies, including iWatt, Inc. (approximately \$4.7 million), AcelRx, Inc. (approximately \$1.1 million) and Facebook, Inc. (approximately \$728,000). These gains were partially offset by the liquidation of the Company's investments in 6 portfolio companies of approximately \$460,000 in gross realized losses.

During three month period ended September 30, 2012, the Company recognized net realized losses of approximately \$9.1 million on the portfolio. During the quarter ended September 30, 2012, we recorded realized losses of approximately \$8.7 million, \$672,000 and \$463,000, respectively, from the liquidation of MaxVision Holding, L.L.C, Zeta Interactive Corporation and Magi.com (pka Hi5 Networks, Inc.). These losses were partially offset by realized gains of approximately \$825,000 related to the sale of Barrx Medical, Inc. During the nine-month period ended September 30, 2012, the Company recognized net realized gains of approximately \$2.0 million on the portfolio.

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. Loan exit fees to be paid at the termination of the loan are accreted into interest income over the contractual life of the loan. The Company had approximately \$3.4 million and \$2.0 million of unamortized fees at September 30, 2013 and December 31, 2012, respectively, and approximately \$13.6 million and \$6.8 million in exit fees receivable at September 30, 2013 and December 31, 2012, respectively.

The Company has loans in its portfolio that contain a payment-in-kind ("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 the Company's status as a RIC, this non-cash source of income must be paid out to stockholders in the form of dividends even though the Company has not yet collected the cash. Amounts necessary to pay these dividends may come from available cash or the liquidation of certain investments. The Company recorded approximately \$889,000 and \$297,000 in PIK income during the three-months ended September 30, 2013 and 2012, respectively. The Company recorded approximately \$2.7 million and \$866,000 in PIK income in the nine-month periods ended September 30, 2013 and 2012, respectively.

In certain investment transactions, the Company 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. The Company had no income from advisory services in the three and nine-month periods ended September 30, 2013.

In the majority of cases, the Company collateralizes its investments by obtaining a first priority security interest in a portfolio company's assets, which may include its intellectual property. In other cases, the Company may obtain a negative pledge covering a company's intellectual property. At September 30, 2013, approximately 66.9% of the Company's portfolio company loans were secured by a first priority security in all of the assets of the portfolio company (including their intellectual property), 31.9% of portfolio company loans were to portfolio companies that were prohibited from pledging or encumbering their intellectual property and 1.2% of portfolio company loans had an equipment only lien.

3. Fair Value of Financial Instruments

Fair value estimates are made at discrete points in time based on relevant information. These estimates may be subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. The Company believes that the carrying amounts of its financial instruments, consisting of cash and cash equivalents, receivables, accounts payable and accrued liabilities, approximate the fair values of such items due to the short maturity of such instruments. The Convertible Senior Notes, 2019 Notes payable (the "April 2019 Notes" and the "September 2019 Notes", together the "2019 Notes"), the Asset-Backed Notes and the SBA debentures as sources of liquidity remain a strategic advantage due to their flexible structure, long-term duration, and low fixed interest rates. At September 30, 2013, the April 2019 Notes were trading on the New York Stock Exchange for \$1.026 per dollar at par value, and the September 2019 Notes were trading on the New York Stock Exchange for \$1.023 per dollar at par value. Based on market quotations on or around September 30, 2013, the Convertible Senior Notes were trading for \$1.305 per dollar at par value and the Asset-Backed Notes were trading for \$1.005 per dollar at par value. Calculated based on the net present value of payments over the term of the notes using estimated market rates for similar notes and remaining terms, the fair value of the SBA debentures would be approximately \$239.1 million, compared to the carrying amount of \$225.0 million as of September 30, 2013.

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See the accompanying Consolidated Schedule of Investments for the fair value of the Company's investments. The methodology for the determination of the fair value of the Company's investments is discussed in Note 2.

The liabilities of the Company below are recorded at amortized cost and not at fair value on the Consolidated Statement of Assets and Liabilities. The following table provides additional information about the level in the fair value hierarchy of the Company's liabilities:

| (in thousands) Description | September 30, 2013 | Identical Assets (Level 1) | Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|-------------------------------|-----------------------|-------------------------------|--------------------------------|-------------------------------------|
| Convertible Senior Notes | \$ 97,875 | \$ — | \$ 97,875 | \$ — |
| April 2019 Notes | 86,687 | — | 86,687 | — |
| September 2019 Notes | 87,833 | — | 87,833 | — |
| Class A Notes | 102,987 | — | — | 102,987 |
| SBA Debentures | 239,097 | — | — | 239,097 |
| | <u>\$ 614,479</u> | <u>\$ —</u> | <u>\$ 272,395</u> | <u>\$ 342,084</u> |

4. Borrowings Long Term

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 additional contributions to regulatory capital. With the Company's net investment of \$38.0 million in HT II as of September 30, 2013, HT II has the capacity to issue a total of \$76.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$76.0 million was outstanding as of September 30, 2013. As of September 30, 2013, HT II has paid commitment fees of approximately \$1.5 million. As of September 30, 2013, the Company held investments in HT II in 46 companies with a fair value of approximately \$103.1 million, accounting for approximately 10.5% of the Company's total portfolio.

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 the Company's net investment of \$74.5 million in HT III as of September 30, 2013, HT III has the capacity to issue a total of \$149.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$149.0 million was outstanding as of September 30, 2013. As of September 30, 2013, HT III has paid commitment fees of approximately \$1.5 million. As of September 30, 2013, the Company held investments in HT III in 38 companies with a fair value of approximately \$202.0 million, accounting for approximately 20.5% of the Company's total portfolio.

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, the Company plans 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 the Company if they do not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would, in turn, negatively affect the Company because HT II and III are the Company's wholly owned subsidiaries. HT II and HT III were in compliance with the terms of the SBIC's leverage as of September 30, 2013 as a result of having sufficient capital as defined under the SBA regulations.

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The rates of borrowings under various draws from the SBA beginning in April 2007 are set semiannually in March and September and range from 2.25% to 5.73%. 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 April 2007, the initial maturity of SBA debentures will occur in April 2017. 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 related to HT III debentures that pooled on March 27, 2013, were 0.804%. The annual fees on other debentures have been set at 0.906%. The average amount of debentures outstanding for the three-month period ended September 30, 2013 for HT II was approximately \$76.0 million with an average interest rate of approximately 5.41%. The average amount of debentures outstanding for the three-month period ended September 30, 2013 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.46%.

HT II and HT III hold approximately \$163.9 million and \$274.7 million in assets, respectively, and accounted for approximately 10.4% and 17.5% of our total assets prior to consolidation at September 30, 2013.

In January 2011, the Company repaid \$25.0 million of SBA debentures under HT II, priced at approximately 6.63%, including annual fees. In April 2011, the SBA approved a \$25.0 million dollar commitment for HT III.

In February 2012, the Company repaid \$24.25 million of SBA debentures under HT II, priced at 6.63%, including annual fees. In June 2012, the SBA approved a \$24.25 million dollar commitment for HT III.

In August 2012, the Company repaid \$24.75 million of SBA debentures under HT II, \$12.0 million priced at 6.43%, including annual fees and \$12.75 million priced at 6.38%, including annual fees.

As of September 30, 2013, the maximum statutory limit on the dollar amount of outstanding SBA guaranteed debentures issued by a single SBIC is \$150.0 million, subject to periodic adjustments by the SBA, and a maximum amount of \$225.0 million for funds under common control, subject to periodic adjustments by the SBA. In the aggregate, at September 30, 2013 there was \$225.0 million principal amount of indebtedness outstanding incurred by our SBIC subsidiaries, the maximum statutory limit on the dollar amount of SBA guaranteed debentures under the SBIC program.

The Company reported the following SBA debentures outstanding on its Consolidated Statement of Assets and Liabilities as of September 30, 2013 (unaudited) and December 31, 2012:

| (in thousands) <u>Issuance/Pooling Date</u> | <u>Maturity Date</u> | <u>Interest Rate (1)</u> | <u>September 30, 2013</u> | <u>December 31, 2012</u> |
|--|----------------------|--------------------------|-------------------------------|------------------------------|
| SBA Debentures: | | | | |
| March 26, 2008 | March 1, 2018 | 6.38% | \$ 34,800 | \$ 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 27, 2023 | 3.16% | 24,750 | 24,750 |
| Total SBA Debentures | | | <u>\$ 225,000</u> | <u>\$ 225,000</u> |

(1) Interest rate includes annual charge

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Wells Facility

In August 2008, the Company 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, the Company 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 the Company 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. The Company expects 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, the Company 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 loans. The Wells Facility is secured by loans 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 September 30, 2013, this non-use fee was approximately \$96,000. On June 20, 2011 the Company 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 the Company and its subsidiaries, in addition to those applicable to Hercules Funding II, LLC. These covenants require the Company 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 the Company subsequently raises. As of September 30, 2013, the minimum tangible net worth covenant has increased to \$478.5 million as a result of the Company’s 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. The Company was in compliance with all covenants at September 30, 2013.

At September 30, 2013, there were no borrowings outstanding on this facility.

Union Bank Facility

On February 10, 2010, the Company entered a \$20.0 million one-year revolving senior secured credit facility with Union Bank (the “Union Bank Facility”). On November 2, 2011, the Company 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 the Company 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. The Company expects 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, the Company entered into an amendment to the Union Bank Facility which permitted the Company to issue additional senior notes relating to the offer and sale of our 2019 Notes. On September 17, 2012, 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 \$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, the Company 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 the Company 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 September 30, 2013, this non-use fee was approximately \$38,000. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50.0% of eligible loans 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.

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The Union Bank Facility requires various financial and operating covenants. These covenants require the Company 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 September 30, 2013, the minimum tangible net worth covenant has increased to \$472.8 million as a result of the Company's follow-on public offerings. The Union Bank Facility will mature on November 1, 2014, approximately three years from the date of issuance, revolving through the first 24 months with a term out provision for the remaining 12 months. 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. The Company was in compliance with all covenants at September 30, 2013.

At September 30, 2013, there were no borrowings outstanding on this facility.

Citibank Credit Facility

The Company, 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, the Company 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 loans and warrants collateralized under the Citibank Credit Facility. Pursuant to the warrant participation agreement, the Company 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 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 nine-months ended September 30, 2013, the Company reduced its realized gain by approximately \$249,000 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. The Company recorded an increase on participation liability and a decrease on unrealized appreciation by a net amount of approximately \$54,000 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 \$268,000 as of September 30, 2013 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, the Company has paid Citigroup approximately \$1.6 million under the warrant participation agreement thereby reducing realized gains by this amount. The Company 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 March 2014 and January 2017.

Convertible Senior Notes

In April 2011, the Company issued \$75.0 million in aggregate principal amount of its 6.00% convertible senior notes (the "Convertible Senior Notes") due in 2016. As of September 30, 2013, 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 \$72.2 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 the Company's senior unsecured obligations and rank senior in right of payment to the Company's existing and future indebtedness that is expressly subordinated in right of payment to the Convertible Senior Notes; equal in right of payment to the Company's existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company's secured indebtedness (including unsecured indebtedness that the Company later secures) 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 the Company's 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, the Company will pay or deliver, as the case may be, at its election, cash, shares of its common stock or a combination of cash and shares of its 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 September 30, 2013, the conversion rate is 85.5334 shares of common stock per \$1,000 principal amount of Convertible Senior Notes.

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The Company 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 the Company 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, the Company 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 accompanying consolidated statement of assets and liabilities. As a result, the Company records interest expense comprised of both stated interest expense as well as accretion of the original issue discount. Additionally, the issuance costs associated with the Convertible Senior Notes were allocated to the debt and equity components in proportion to the allocation of the proceeds and accounted for as debt issuance costs and equity issuance costs, respectively. At the time of issuance, the debt issuance costs and equity issuance costs were approximately \$2.9 million and \$224,000, respectively. At the time of issuance and as of September 30, 2013, the equity component, net of issuance costs, as recorded in the "capital in excess of par value" in the balance sheet was approximately \$5.2 million.

As of September 30, 2013 (unaudited) and December 31, 2012, the components of the carrying value of the Convertible Senior Notes were as follows:

| (in thousands) | September 30, 2013 | December 31, 2012 |
|---|--------------------|-------------------|
| Principal amount of debt | \$ 75,000 | \$ 75,000 |
| Original issue discount, net of accretion | (2,752) | (3,564) |
| Carrying value of debt | <u>\$ 72,248</u> | <u>\$ 71,436</u> |

For the three and nine-months ended September 30, 2013 and 2012, the components of interest expense, fees and cash paid for interest expense for the Convertible Senior Notes were as follows (unaudited):

| (in thousands) | Three Months Ended September, | | Nine Months Ended September, | |
|--------------------------------------|----------------------------------|-----------------|---------------------------------|-----------------|
| | 2013 | 2012 | 2013 | 2012 |
| Stated interest expense | \$ 1,125 | \$ 1,125 | \$ 3,375 | \$ 3,375 |
| Accretion of original issue discount | 271 | 271 | 812 | 812 |
| Amortization of debt issuance cost | 144 | 144 | 433 | 433 |
| Total interest expense | <u>\$ 1,540</u> | <u>\$ 1,540</u> | <u>\$ 4,620</u> | <u>\$ 4,620</u> |
| Cash paid for interest expense | \$ — | \$ — | \$ 2,250 | \$ 2,250 |

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 8.0% and 8.1% for the three and nine-months ended September 30, 2013 and approximately 8.1% and 8.2% for the three and nine-months ended September 30, 2012, respectively. As of September 30, 2013, the Company is in compliance with the terms of the indentures governing the Convertible Senior Notes.

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2019 Notes

On March 6, 2012, the Company and the Trustee entered into an indenture (the “Base Indenture”). On April 17, 2012, the Company and the Trustee entered into the First Supplemental Indenture to the Base Indenture, dated April 17, 2012, relating to the Company’s 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, the Company and the Trustee, entered into the Second Supplemental Indenture to the Base Indenture, dated as of September 24, 2012, relating to the Company’s issuance, offer and sale of \$75.0 million aggregate principal amount of 7.00% senior notes due 2019 (the “September 2019 Notes”). The sale of the September 2019 Notes generated net proceeds, before expenses, of approximately \$72.75 million.

2019 Notes payable is comprised of:

| (in thousands) | September 30, 2013 | December 31, 2012 |
|------------------------|--------------------|-------------------|
| April 2019 Notes | \$ 84,490 | \$ 84,490 |
| September 2019 Notes | 85,874 | 85,874 |
| Carrying Value of Debt | <u>\$ 170,364</u> | <u>\$ 170,364</u> |

April 2019 Notes

The April 2019 Notes will mature on April 30, 2019 and may be redeemed in whole or in part at the Company’s 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 the Company’s 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 the Company’s future indebtedness that expressly provides it is subordinated to the April 2019 Notes; (iii) effectively subordinated to all the Company’s existing and future secured indebtedness (including indebtedness that is initially unsecured to which the Company subsequently grants security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under the Company’s credit facilities; (iv) structurally subordinated to all existing and future indebtedness and other obligations of any of the Company’s subsidiaries, including without limitation, the indebtedness of Hercules Technology II, L.P. and Hercules Technology III, L.P. and borrowings under the Company’s revolving senior secured credit facility with Wells Fargo Capital Finance.

The Base Indenture, as supplemented by the First Supplemental Indenture, contains certain covenants including covenants requiring the Company 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 April 2019 Notes and the Trustee if the Company 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, the Company re-opened our April 2019 Notes and issued an additional amount of approximately \$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.

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September 2019 Notes

The September 2019 Notes will mature on September 30, 2019 and may be redeemed in whole or in part at the Company's 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 the Company's 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 the Company's future indebtedness that expressly provides it is subordinated to the September 2019 Notes; (iii) effectively subordinated to all the Company's existing and future secured indebtedness (including indebtedness that is initially unsecured to which the Company subsequently grant security), to the extent of the value of the assets securing such indebtedness, including without limitation, borrowings under the Company's 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 the Company's 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 the Company 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 the Company 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 and nine-months ended September 30, 2013 and 2012, the components of interest expense and related fees and cash paid for interest expense and fees for the April 2019 and September 2019 Notes are as follows (unaudited):

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------------|------------------------------------|-----------------|
| | 2013 | 2012 | 2013 | 2012 |
| Stated interest expense | \$ 2,981 | \$ 1,509 | \$ 8,944 | \$ 2,128 |
| Amortization of debt issuance cost | 243 | 130 | 725 | 179 |
| Total interest expense and fees | \$ 3,224 | \$ 1,639 | \$ 9,669 | \$ 2,307 |
| Cash paid for interest expense and fees | \$ 2,981 | \$ — | \$ 8,944 | \$ — |

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As of September 30, 2013, the Company is in compliance with the terms of the indenture, and respective supplemental indenture, governing the April 2019 Notes and September 2019 Notes.

Asset-Backed Notes

On December 19, 2012, the Company completed a \$230.7 million term debt securitization in connection with which an affiliate of the Company 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 the Company, 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 the Company. 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, the Company entered into a sale and contribution agreement with the Trust Depositor under which the Company has agreed to sell or have contributed to the Trust Depositor certain senior loans made to certain of our portfolio companies (the “Loans”). The Company has 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, the Company has 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 the Company. 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 the Company pursuant to a sale and servicing agreement, which contains customary representations, warranties and covenants. The Company performs certain servicing and administrative functions with respect to the Loans. The Company is 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).

The Company also serves as administrator to the Issuer under an administration agreement, which includes customary representations, warranties and covenants.

At September 30, 2013 and December 31, 2012, the Asset Backed Notes had an outstanding balance of \$102.5 million and \$129.3 million, respectively.

Under the terms of the Asset Backed Notes, the Company is 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. The Company has segregated these funds and classified them as Restricted Cash. There was approximately \$3.6 million of Restricted Cash as of September 30, 2013 funded through interest collections. There was no cash segregated at December 31, 2012 due to immaterial monthly interest collections for the period ended December 31, 2012.

Outstanding Borrowings

At September 30, 2013 (unaudited) and December 31, 2012, the Company had the following borrowing capacity and outstanding borrowings:

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| <u>(in thousands)</u> | <u>September 30, 2013</u> | | <u>December 31, 2012</u> | |
|------------------------------|---------------------------|---------------------------|--------------------------|---------------------------|
| | <u>Total Available</u> | <u>Carrying Value (1)</u> | <u>Total Available</u> | <u>Carrying Value (1)</u> |
| Union Bank Facility | \$ 30,000 | \$ — | \$ 30,000 | \$ — |
| Wells Facility | 75,000 | — | 75,000 | — |
| Convertible Senior Notes (2) | 75,000 | 72,248 | 75,000 | 71,436 |
| 2019 Notes | 170,364 | 170,364 | 170,364 | 170,364 |
| Asset-Backed Notes | 102,474 | 102,474 | 129,300 | 129,300 |
| SBA Debentures (3) | 225,000 | 225,000 | 225,000 | 225,000 |
| Total | \$677,838 | \$570,086 | \$704,664 | \$596,100 |

- (1) Except for the Convertible Senior Notes (as defined below), all carrying values are the same as the principal amount outstanding.
- (2) Represents the aggregate principal amount outstanding of the Convertible Senior Notes (as defined below) less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes. The total unaccreted discount for the Convertible Senior Notes was \$2.8 million at September 30, 2013 and \$3.6 million at December 31, 2012.
- (3) At September 30, 2013 and at December 31, 2012, 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.

5. Income taxes

The Company has elected to be taxed as a RIC under Subchapter M of the Code and intends to continue to operate so as to qualify to be taxed as a RIC under Subchapter M of the Code and, as such, will not be subject to federal income tax on the portion of taxable income and gains distributed to stockholders.

To qualify as a RIC, the Company is required to meet certain income and asset diversification tests in addition to distributing at least 90% of its investment company taxable income, as defined by the Code. The amount to be paid out as a dividend is determined by the Board of Directors each quarter and is based upon the annual earnings estimated by the management of the Company. To the extent that the Company's earnings fall below the amount of dividends declared, however, a portion of the total amount of the Company's dividends for the fiscal year may be deemed a return of capital for tax purposes to the Company's stockholders.

Taxable income includes the Company's 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.

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.

During the three-months ended September 30, 2013, the Company declared a distribution of \$0.28 per share. The determination of the tax attributes of the Company's distributions is made annually as of the end of the Company's fiscal year based upon its taxable income for the full year and distributions paid for the full year. As a result, a determination made on a quarterly basis may not be representative of the actual tax attributes of the Company's distributions for a full year. If the Company had determined the tax attributes of our distributions year-to-date as of September 30, 2013, approximately 100% would be from ordinary income and spillover earnings from 2012. However there can be no certainty to shareholders that this determination is representative of what the tax attributes of its 2013 distributions to shareholders will actually be.

As a RIC, the Company will be subject to a 4% nondeductible federal excise tax on certain undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of its 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"). The Company will not be subject to excise taxes on amounts on which the Company is required to pay corporate income tax (such as retained net capital gains). Depending on the level of taxable income earned in a tax year, the Company may choose to carry over taxable income in excess of current year

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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 the Company chooses to carry over taxable income into the next tax year, dividends declared and paid by the Company 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.

Taxable income for the nine-month period ended September 30, 2013 was approximately \$51.3 million or \$0.87 per share. Taxable net realized gains for the same period were \$16.7 million or approximately \$0.28 per share. Taxable income for the nine-month period ended September 30, 2012 was approximately \$33.8 million or \$0.70 per share. Taxable net realized gains for the same period were \$10.8 million or approximately \$0.22 per share.

The Company intends to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

6. Shareholders' Equity

On July 25, 2012, our Board of Directors approved an extension of the stock repurchase plan under the same terms and conditions that allowed the Company to repurchase up to \$35.0 million of our common stock. The stock repurchase plan expired on February 26, 2013 and no shares were repurchased in 2013.

On March 13, 2013, the Company raised approximately \$95.8 million, before deducting offering expenses, in a public offering of 8,050,000 shares of its common stock.

The Company has issued stock options for common stock subject to future issuance, of which 1,397,470 and 2,574,749 were outstanding at September 30, 2013 and December 31, 2012, respectively.

On August 16, 2013, the Company entered into an "At-The-Market" ("ATM") equity distribution agreement with JMP Securities LLC ("JMP"). The equity distribution agreement provides that the Company may offer and sell up to 8,000,000 shares of its common stock from time to time through JMP, as its sales agent. Sales of the Company's 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-months ended September 30, 2013.

7. Equity Incentive Plan

The Company and its stockholders have authorized and adopted the 2004 Equity Incentive Plan (the "2004 Plan") for purposes of attracting and retaining the services of its executive officers and key employees. Under the 2004 Plan, the Company is authorized to issue 7,000,000 shares of common stock. On June 1, 2011, stockholders approved an amended and restated plan and provided an increase of 1,000,000 shares, authorizing the Company to issue 8,000,000 shares of common stock under the 2004 Plan.

The Company and its stockholders have authorized and adopted the 2006 Non-Employee Director Plan (the "2006 Plan" and, together with the 2004 Plan, the "Plans") for purposes of attracting and retaining the services of its Board of Directors. Under the 2006 Plan, the Company is authorized to issue 1,000,000 shares of common stock. The Company filed an exemptive relief request with the Securities and Exchange Commission ("SEC") to allow options to be issued under the 2006 Plan which was approved on October 10, 2007.

On June 21, 2007, the stockholders approved amendments to the 2004 Plan and the 2006 Plan allowing for the grant of restricted stock. The amended Plans limit the combined maximum amount of restricted stock that may be issued under both Plans to 10% of the outstanding shares of the Company's stock on the effective date of the Plans plus 10% of the number of shares of stock issued or delivered by the Company during the terms of the Plans. The amendments further specify that no one person shall be granted awards of restricted stock relating to more than 25% of the shares available for issuance under the 2004 Plan. Further, the amount of voting securities that would result from the exercise of all of the Company's outstanding warrants, options and rights, together with any restricted stock issued pursuant to the Plans, at the time of issuance shall not exceed 25% of its outstanding voting securities, except that if the amount of voting securities that would result from such exercise of all of the Company's outstanding warrants, options and rights issued to the Company's directors, officers and employees, together with any restricted stock issued pursuant to the Plans, would exceed 15% of the Company's outstanding voting securities, then the total amount of voting securities that would result from the exercise of all outstanding warrants, options and rights, together with any restricted stock issued pursuant to the Plans, at the time of issuance shall not exceed 20% of our outstanding voting securities.

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The following table summarizes the common stock options activities for the nine-months ended September 30, 2013 and 2012 (unaudited):

| | For the Nine Months Ended September 30, | | | |
|--|---|---------------------------------|----------------------|---------------------------------|
| | 2013 | | 2012 | |
| | Common Stock Options | Weighted Average Exercise Price | Common Stock Options | Weighted Average Exercise Price |
| Outstanding at December 31, | 2,574,749 | \$ 12.00 | 4,213,604 | \$ 11.40 |
| Granted | 325,000 | \$ 14.16 | 54,000 | \$ 10.97 |
| Exercised | (1,321,941) | \$ 12.17 | (560,696) | \$ 5.53 |
| Forfeited | (115,338) | \$ 10.38 | (57,174) | \$ 9.69 |
| Expired | (65,000) | \$ 13.30 | (1,126,932) | \$ 12.85 |
| Outstanding at September 30, | 1,397,470 | \$ 12.41 | 2,522,802 | \$ 12.09 |
| Shares Expected to Vest at September 30, | 499,959 | \$ 12.41 | 360,922 | \$ 12.09 |

The following table summarizes stock options outstanding and exercisable at September 30, 2013 (unaudited):

| Range of exercise prices | Options outstanding | | | | Options exercisable | | | |
|--------------------------|---------------------|---|---------------------------|---------------------------------|---------------------|---|---------------------------|---------------------------------|
| | Number of shares | Weighted average remaining contractual life | Aggregate intrinsic value | Weighted average exercise price | Number of shares | Weighted average remaining contractual life | Aggregate intrinsic value | Weighted average exercise price |
| \$4.21 - \$8.67 | 31,415 | 2.47 | \$ 346,077 | \$ 4.23 | 31,415 | 2.47 | \$ 346,077 | \$ 4.23 |
| \$9.25 - \$14.02 | 1,194,055 | 2.91 | 3,552,088 | \$ 12.28 | 866,096 | 1.68 | 2,438,629 | \$ 12.44 |
| \$14.86 - \$14.86 | 172,000 | 6.96 | 67,080 | \$ 14.86 | — | — | — | \$ — |
| \$4.21 - \$14.86 | 1,397,470 | 3.39 | \$3,965,245 | \$ 12.41 | 897,511 | 1.70 | \$2,784,706 | \$ 12.15 |

Options generally vest 33% one year after the date of grant and ratably over the succeeding 24 months. All options may be exercised for a period ending seven years after the date of grant. At September 30, 2013, options for approximately 898,000 shares were exercisable at a weighted average exercise price of approximately \$12.15 per share with weighted average of remaining contractual term of 1.70 years.

The fair value of options granted is based upon a Black Scholes option pricing model using the assumptions in the following table for each of the nine-month periods ended September 30, 2013 and 2012:

| | Nine Months Ended September 30, | |
|--------------------------|---------------------------------|---------------|
| | 2013 | 2012 |
| Expected Volatility | 46.90% | 46.39% |
| Expected Dividends | 10% | 10% |
| Expected term (in years) | 4.5 | 4.5 |
| Risk-free rate | 0.56% - 1.63% | 0.49% - 1.07% |

During the nine months ended September 30, 2013 and 2012, the Company granted approximately 607,000 shares and 692,000 shares, respectively, of restricted stock pursuant to the Plans. All restricted stock grants under the 2004 Plan made prior to March 4, 2013 will continue to vest on a monthly basis following their one year anniversary over the succeeding 36 months. During 2012, the Compensation Committee adopted a policy that provided for awards with different vesting schedules for short and long-term awards. Under the 2004 Plan, restricted stock awarded subsequent to March 3, 2013 will vest subject to continued employment based on two vesting schedules: short-term awards vest one-half on the one year anniversary of the date of the grant and quarterly over the succeeding 12 months, and long-term awards vest one-fourth on the one year anniversary of the date of grant and quarterly over the succeeding 36 months.

The Company determined that the fair value of restricted stock granted under the 2006 and 2004 Plans during the nine-month periods ended September 30, 2013 and 2012 was approximately \$7.7 million and \$7.5 million, respectively. During the three-month periods ended September 30, 2013 and 2012, the Company expensed approximately \$1.5 million and \$1.0 million of compensation expense related to restricted stock, respectively. During the nine-month periods ended September 30, 2013 and 2012, the Company expensed approximately \$4.1 million and \$2.9 million of compensation expense related to restricted stock, respectively. As of September 30, 2013, there was approximately \$11.7 million of total unrecognized compensation costs related to restricted stock. These costs are expected to be recognized over a weighted average period of 2.42 years.

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The following table summarizes the activities for our unvested restricted stock for the nine-months ended September 30, 2013 and 2012 (unaudited):

| | For the Nine-Month Period Ended September 30, | | | |
|--------------------------|---|---------------------------------|------------------------|---------------------------------|
| | 2013 | | 2012 | |
| | Restricted Stock Units | Weighted Average Issuance Price | Restricted Stock Units | Weighted Average Issuance Price |
| Unvested at December 31 | 899,789 | \$ 10.73 | 621,509 | \$ 10.06 |
| Granted | 607,001 | \$ 12.72 | 691,859 | \$ 10.83 |
| Vested | (364,844) | \$ 10.56 | (289,019) | \$ 9.98 |
| Forfeited | (10,739) | \$ 11.37 | (59,019) | \$ 9.95 |
| Unvested at September 30 | 1,131,207 | \$ 11.85 | 965,330 | \$ 10.64 |

The SEC, through an exemptive order granted on June 22, 2010, approved amendments to the Plans which allow participants to elect to have the Company withhold shares of the Company's common stock to pay for the exercise price and applicable taxes with respect to an option exercise ("net issuance exercise"). The exemptive order also permits the holders of restricted stock to elect to have the Company withhold shares of Hercules stock to pay the applicable taxes due on restricted stock at the time of vesting. Each individual can make, and does not preclude the participant from electing to make, a cash payment at the time of option exercise or to pay taxes on restricted stock.

8. Earnings Per Share

Shares used in the computation of the Company's basic and diluted earnings per share are as follows (unaudited):

| (in thousands, except per share data) | Three months Ended September 30, | | Nine months Ended September 30, | |
|--|----------------------------------|---------------|---------------------------------|---------------|
| | 2013 | 2012 | 2013 | 2012 |
| Numerator | | | | |
| Net increase in net assets resulting from operations | \$ 36,981 | \$ 4,745 | \$ 74,549 | \$ 21,898 |
| Less: Dividends declared-common and restricted shares | (17,277) | (11,952) | (47,292) | (35,292) |
| Undistributed earnings | 19,704 | (7,207) | 27,257 | (13,394) |
| Undistributed earnings-common shares | 19,704 | (7,207) | 27,257 | (13,394) |
| Add: Dividend declared-common shares | 16,949 | 11,703 | 46,292 | 34,503 |
| Numerator for basic and diluted change in net assets per common share | 36,653 | 4,496 | 73,549 | 21,109 |
| Denominator | | | | |
| Basic weighted average common shares outstanding | 60,522 | 48,750 | 58,206 | 48,130 |
| Common shares issuable | 228 | 58 | 190 | 107 |
| Weighted average common shares outstanding assuming dilution | 60,750 | 48,808 | 58,396 | 48,237 |
| Change in net assets per common share | | | | |
| Basic | \$ 0.61 | \$ 0.09 | \$ 1.26 | \$ 0.44 |
| Diluted | \$ 0.59 | \$ 0.09 | \$ 1.23 | \$ 0.44 |

The Convertible Senior Notes may be surrendered for conversion during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day. For the purpose of calculating diluted earnings per share for the three and nine-month period ended September 30 2013, the underlying shares for the intrinsic value of the embedded options in the Convertible Senior Notes were included in this calculation because the trading price was greater than the conversion price in effect (\$11.69) for such period for the Convertible Senior Notes.

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The calculation of change in net assets resulting from operations per common share—assuming dilution, excludes all anti-dilutive shares. For the three and nine-months ended September 30, 2013 and 2012, the number of anti-dilutive shares, as calculated based on the weighted average closing price of the Company's common stock for the periods, was approximately 2,081,780 and 2,574,749 shares, respectively.

At September 30, 2013, the Company was authorized to issue 100,000,000 shares of common stock with a par value of \$0.001. Each share of common stock entitles the holder to one vote.

9. Financial Highlights

Following is a schedule of financial highlights for the nine-months ended September 30, 2013 and 2012:

| | Nine Months Ended September 30, | |
|--|------------------------------------|----------------|
| | 2013 | 2012 |
| Per share data: | | |
| Net asset value at beginning of period | \$ 9.75 | \$ 9.83 |
| Net investment income ⁽¹⁾ | 0.93 | 0.73 |
| Net realized gain (loss) on investments | 0.19 | 0.04 |
| Net unrealized appreciation (depreciation) on investments | 0.15 | (0.33) |
| Total from investment operations | 1.27 | 0.44 |
| Net increase/(decrease) in net assets from capital share transactions | 0.15 | (0.20) |
| Distributions | (0.82) | (0.71) |
| Stock-based compensation expense included in investment income ⁽²⁾ | 0.07 | 0.06 |
| Net asset value at end of period | <u>\$ 10.42</u> | <u>\$ 9.42</u> |
| Ratios and supplemental data: | | |
| Per share market value at end of period | \$ 15.25 | \$ 11.01 |
| Total return ⁽³⁾ | 47.94% | 24.25% |
| Shares outstanding at end of period | 61,756 | 49,785 |
| Weighted average number of common shares outstanding | 58,206 | 48,130 |
| Net assets at end of period | \$ 643,376 | \$ 469,117 |
| Ratio of operating expense to average net assets | 11.84% | 9.79% |
| Ratio of net investment income and investment gains and losses to average net assets | 12.27% | 9.77% |
| Average debt outstanding | \$ 585,070 | \$ 322,193 |
| Weighted average debt per common share | \$ 10.05 | \$ 6.69 |

(1) Net investment income per share is calculated as net investment income divided by the weighted average shares outstanding.

(2) Stock option expense is a non-cash expense that has no effect on net asset value. Pursuant to ASC 718, net investment loss includes the expense associated with the granting of stock options which is offset by a corresponding increase in paid-in capital.

(3) The total return for the nine-month periods ended September 30, 2013 and 2012 equals the change in the ending market value over the beginning of period price per share plus dividends paid per share during the period, divided by the beginning price.

10. Commitments and Contingencies

The Company's commitments and contingencies consist primarily of unused commitments to extend credit in the form of loans to the Company's portfolio companies. The balance of unfunded commitments to extend credit at September 30, 2013 totaled approximately \$169.6 million. Approximately \$93.1 million of these unfunded origination activity commitments as of September 30, 2013 are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available. Since a portion of these commitments may expire without being drawn, unfunded commitments do not necessarily represent future cash requirements. In addition, the Company had approximately \$57.3 million of non-binding term sheets outstanding at September 30, 2013. Non-binding outstanding term sheets are subject to completion of the Company's 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 the Company's future cash requirements.

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Certain premises are leased under agreements which expire at various dates through March 2020. Total rent expense amounted to approximately \$296,000 and \$900,000 during the three and nine-month periods ended September 30, 2013. There was approximately \$294,000 and \$868,000 recorded in the same periods ended September 30, 2012, respectively. Future commitments under the credit facility and operating leases were as follows at September 30, 2013:

| Contractual Obligations⁽¹⁾⁽²⁾ | Payments due by period (in thousands) | | | | |
|--|--|-----------------------------|------------------------|------------------------|--------------------------|
| | Total | Less than 1 year | 1 - 3 years | 3 - 5 years | After 5 years |
| Borrowings^{(3) (4)} | \$570,086 | \$ — | \$102,474 | \$72,248 | \$395,364 |
| Operating Lease Obligations⁽⁵⁾ | 7,964 | 1,447 | 2,944 | 3,107 | 466 |
| Total | \$578,050 | \$ 1,447 | \$105,418 | \$75,355 | \$395,830 |

(1) Excludes commitments to extend credit to our portfolio companies.

(2) The Company also has a warrant participation agreement with Citigroup. See Note 4 to the Company's consolidated financial statements.

(3) Includes \$225.0 million in borrowings under the SBA debentures, \$170.4 million of the 2019 Notes, \$102.5 million in aggregate principal amount of the Asset-Backed Notes and \$72.2 million of the Convertible Senior Notes.

(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 less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes was \$2.8 million at September 30, 2013.

(5) Long-term facility leases.

The Company may, from time to time, be involved in litigation arising out of its operations in the normal course of business or otherwise. Furthermore, third parties may try to seek to impose liability on the Company in connection with the activities of its portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, the Company does not expect any current matters will materially affect the Company's financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on the Company's financial condition or results of operations in any future reporting period.

11. 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 the Company anticipates no impact from adopting this standard on the Company's statement of assets and liabilities or results of operations. The Company is currently assessing the additional disclosure requirements. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2013.

12. Subsequent Events

Dividend Declaration

On November 4, 2013 the Board of Directors increased the quarterly dividend by \$0.03, or approximately 10.7%, and declared a cash dividend of \$0.31 per share to be paid on November 25, 2013 to shareholders of record as of November 18, 2013. This dividend will represent the Company's thirty-third consecutive dividend declaration since its initial public offering, bringing the total cumulative dividend declared to date to \$8.75 per share.

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Portfolio Company Developments

In October 2013, ADMA Biologics, Inc. (OTCBB: ADMA) completed its initial public offering of 3,352,941 shares of its common stock at \$8.50 per share.

In October 2013, Western Digital Corp (NASDAQ: WDC) completed its acquisition of Hercules portfolio company Virident Systems, Inc. This liquidity event represents a net realized gain of approximately \$7.5 million, an internal rate of return of 76.5% (excluding proceeds in escrow) and a gross multiple of 2.5x on Hercules total investment in Virident Systems, Inc.

In October 2013, EnerSys (NYSE: ENS) completed its acquisition of Hercules portfolio company Purcell Systems, Inc. This liquidity event represents a net realized gain of approximately \$617,000, an internal rate of return of 15.6% (excluding proceeds in escrow), and a gross multiple of 6.0x on Hercules total investment in Purcell Systems, Inc.

In November 2013, Biomet, Inc. completed its acquisition of Hercules portfolio company Lanx, Inc. This liquidity event represents an expected net realized gain of approximately \$1.9 million, an expected internal rate of return of 38.6% (excluding proceeds in escrow), and an expected gross multiple of 2.3x on Hercules total investment in Lanx, Inc.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

The matters discussed in this report, as well as in future oral and written statements by management of Hercules Technology Growth Capital, Inc., 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," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. 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 report should not be regarded as a representation by us that our plans or objectives will be achieved. The forward-looking statements contained in this report 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 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.

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The following discussion should be read in conjunction with our consolidated financial statements and related notes and other financial information appearing elsewhere in this report. In addition to historical information, the following discussion and other parts of this report contain forward-looking information that involve risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to the factors discussed under Item 1A—“Risk Factors” of Part II of this quarterly report on Form 10-Q, Item 1A—“Risk Factors” of our annual report on Form 10-K filed with the SEC on February 28, 2013 and under “Forward-Looking Statements” of this Item 2.

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, Boulder, CO 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 but also have investments in 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 structured debt investments typically include warrants or other equity interests, giving us the potential to realize equity-like returns on a portion of our investments. Our equity ownership in our portfolio companies may represent a controlling interest. 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 SBICs, HT II and HT III, hold approximately \$163.9 million and \$274.7 million in assets, respectively, and accounted for approximately 10.4% and 17.5% of our total assets, respectively, prior to consolidation at September 30, 2013. 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.

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.

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 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

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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 value of our investment portfolio was \$983.4 million at September 30, 2013, as compared to \$906.3 million at December 31, 2012.

The fair value of our loan portfolio at September 30, 2013 was approximately \$894.5 million, compared to a fair value of approximately \$827.5 million at December 31, 2012. The fair value of the equity portfolio at September 30, 2013 was approximately \$54.7 million, compared to a fair value of approximately \$49.2 million at December 31, 2012. The fair value of the warrant portfolio at September 30, 2013 was approximately \$34.2 million, compared to a fair value of approximately \$29.5 million at December 31, 2012.

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.

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 45 to 60 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 nine-month period ended September 30, 2013 (unaudited) and the year ended December 31, 2012 was comprised of the following:

| <u>(in millions)</u> | <u>September 30, 2013</u> | <u>December 31, 2012</u> |
|--|---------------------------|--------------------------|
| Debt Commitments ⁽¹⁾ | | |
| New portfolio company | \$ 453.0 | \$ 362.3 |
| Existing portfolio company | 121.9 | 274.3 |
| Total | \$ 574.9 | \$ 636.6 |
| Funded Debt Investments | | |
| New portfolio company | \$ 324.1 | \$ 267.9 |
| Existing portfolio company | 81.3 | 191.4 |
| Total | \$ 405.4 | \$ 459.3 |
| Funded Equity Investments | | |
| New portfolio company | \$ — | \$ 6.0 |
| Existing portfolio company | 3.5 | 3.7 |
| Total | \$ 3.5 | \$ 9.7 |
| Unfunded Contractual Commitments ⁽²⁾ | | |
| Total | \$ 169.6 | \$ 61.9 |
| Non-Binding Term Sheets | | |
| New portfolio company | \$ 46.5 | \$ 70.0 |
| Existing portfolio company | 10.8 | — |
| Total | \$ 57.3 | \$ 70.0 |

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

(2) The amount for September 30, 2013 includes unfunded contractual commitments in 27 new and existing portfolio companies. Approximately \$93.1 million of these unfunded commitments as of September 30, 2013 are dependent upon the portfolio company reaching certain milestones before the debt commitment becomes available.

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We receive payments in our loan 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 nine-month period ended September 30, 2013, we received approximately \$132.2 million in aggregate principal repayments. Of the approximately \$132.2 million of aggregate principal repayments, approximately \$67.6 million were early principal repayments related to nine portfolio companies, approximately \$34.5 million were early repayments due to current quarter M&A transactions related to six portfolio companies and approximately \$30.1 million were scheduled principal payments.

Total portfolio investment activity (inclusive of unearned income) for the nine-month period ended September 30, 2013 (unaudited) and for the year ended December 31, 2012 was as follows:

| (in millions) | September 30, 2013 | December 31, 2012 |
|--|--------------------|-------------------|
| Beginning Portfolio | \$ 906.3 | \$ 652.9 |
| New Fundings | 401.5 | 469.9 |
| Warrants not related to current period fundings | 2.5 | (0.2) |
| Principal payments received on investments | (140.0) | (120.7) |
| Early payoffs | (196.4) | (125.1) |
| Restructure payoffs | (9.7) | (48.5) |
| Restructure fundings | 17.1 | 85.0 |
| Accretion of loan discounts and paid-in-kind principal | 27.6 | 21.3 |
| New loan fees | (13.3) | (12.8) |
| Conversion of "Other Assets" | — | 9.6 |
| Debt Converted to Equity | — | 0.6 |
| Warrants converted to Equity | 0.1 | — |
| Proceeds from sale of investments | (14.7) | (7.2) |
| Net realized (loss) gain on investments | (6.0) | (14.1) |
| Net change in unrealized appreciation (depreciation) | 8.4 | (4.4) |
| Ending Portfolio | <u>\$ 983.4</u> | <u>\$ 906.3</u> |

The following table shows the fair value of our portfolio of investments by asset class as of September 30, 2013 (unaudited) and December 31, 2012.

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|-----------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| Senior secured debt with warrants | \$ 687,932 | 70.0% | \$ 652,041 | 72.0% |
| Senior secured debt | 240,796 | 24.5% | 205,049 | 22.6% |
| Preferred stock | 44,370 | 4.5% | 33,885 | 3.7% |
| Common Stock | 10,329 | 1.0% | 15,325 | 1.7% |
| | <u>\$ 983,427</u> | <u>100.0%</u> | <u>\$ 906,300</u> | <u>100.0%</u> |

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

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|----------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| United States | \$ 948,214 | 96.4% | \$ 901,041 | 99.4% |
| Netherlands | 9,878 | 1.0% | — | 0.0% |
| Canada | 24,835 | 2.5% | — | 0.0% |
| England | 500 | 0.1% | 5,259 | 0.6% |
| | <u>\$ 983,427</u> | <u>100.0%</u> | <u>\$ 906,300</u> | <u>100.0%</u> |

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As of September 30, 2013, we held warrants or equity positions in three companies that have filed registration statements on Form S-1 with the SEC in contemplation of potential initial public offerings, specifically, ADMA Biologics, Inc. (“ADMA”) and two companies that filed confidentially under the JOBS Act. Subsequent to quarter end, in October 2013, ADMA completed its initial public offering of 3,352,941 shares of its common stock at \$8.50 per share. There can be no assurance that the other two companies will complete their initial public offerings in a timely manner or at all.

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 \$25.0 million. As of September 30, 2013, 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 LIBOR rate to approximately 15%. In addition to the cash yields received on our loans, in some instances, our loans 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 \$3.4 million and \$2.0 million of unamortized fees at September 30, 2013 and December 31, 2012, respectively, and approximately \$13.6 million and \$6.8 million in exit fees receivable at September 30, 2013 and December 31, 2012, respectively. The increase of both unamortized fees and exit fees receivable is attributable to overall growth of the loan portfolio.

We have loans 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 \$889,000 and \$297,000 in PIK income during the three-months ended September 30, 2013 and 2012, respectively. We recorded approximately \$2.7 million and \$866,000 in PIK income in the nine-month periods ended September 30, 2013 and 2012, 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 September 30, 2013, approximately 66.9% of our portfolio company loans were secured by a first priority security in all of the assets of the portfolio company, 31.9% of the loans were to portfolio companies that were prohibited from pledging or encumbering their intellectual property and 1.2% of portfolio company loans had an equipment-only lien.

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 September 30, 2013 and 2012 was 17.7% and 14.4%, respectively. Excluding the effect of fee accelerations that occurred from early payoffs and one-time events, the adjusted effective yield for the three-month period ended September 30, 2013 was 14.3%. The adjusted effective yield for the three-month period ended December 31, 2012 was 13.6%. 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 loan investments was approximately 13.3% at September 30, 2013, compared to 12.91% at December 31, 2012. 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.

Portfolio Composition

Our portfolio companies are primarily privately held companies and, to a lesser extent, public companies which are active in the drug discovery and development, internet consumer and business services, clean technology, software, drug delivery, medical device

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and equipment, media/content/info, communications and networking, information services, healthcare services, diagnostic, specialty pharmaceuticals, biotechnology tools, surgical devices, consumer and business products, semiconductors, electronics and computer hardware and therapeutic 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 September 30, 2013, approximately 65.2% of the fair value of our portfolio was composed of investments in four industries: 21.3% was composed of investments in the drug discovery and development industry, 17.6% was composed of investments in the clean technology industry, 16.1% was composed of investments in the internet consumer and business services industry and 10.2% 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 September 30, 2013 (unaudited) and December 31, 2012:

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|---------------------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| Drug Discovery & Development | \$ 209,624 | 21.3% | \$ 188,479 | 20.8% |
| Clean Tech | 173,305 | 17.6% | 126,600 | 14.0% |
| Internet Consumer & Business Services | 157,884 | 16.1% | 136,149 | 15.0% |
| Medical Devices & Equipment | 100,635 | 10.2% | 54,575 | 6.0% |
| Software | 58,813 | 6.0% | 70,838 | 7.8% |
| Drug Delivery | 54,748 | 5.6% | 74,218 | 8.2% |
| Information Services | 46,696 | 4.7% | 53,523 | 5.9% |
| Communications & Networking | 40,155 | 4.1% | 37,560 | 4.1% |
| Electronics & Computer Hardware | 33,272 | 3.4% | 12,715 | 1.4% |
| Healthcare Services, Other | 29,378 | 3.0% | 36,481 | 4.0% |
| Media/Content/Info | 25,920 | 2.6% | 51,534 | 5.7% |
| Specialty Pharmaceuticals | 23,177 | 2.4% | 12,473 | 1.4% |
| Biotechnology Tools | 11,639 | 1.2% | 6,845 | 0.8% |
| Surgical Devices | 10,150 | 1.0% | 11,358 | 1.3% |
| Semiconductors | 4,845 | 0.5% | 2,922 | 0.3% |
| Consumer & Business Products | 1,899 | 0.2% | 13,723 | 1.5% |
| Diagnostic | 1,288 | 0.1% | 16,307 | 1.8% |
| | <u>\$ 983,427</u> | <u>100.0%</u> | <u>\$ 906,300</u> | <u>100.0%</u> |

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 nine-months ended September 30, 2013 and the year ended December 31, 2012, our ten largest portfolio companies represented approximately 29.7% and 35.2% of the total fair value of our investments in portfolio companies, respectively. At September 30, 2013 and December 31, 2012, we had three and eight investments, respectively, that represented 5% or more of our net assets. At September 30, 2013, we had five equity investments representing approximately 64.4% 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, 2012, we had six equity investments which represented approximately 70.9% of the total fair value of our equity investments, and each represented 5% or more of the total fair value of such investments.

As of September 30, 2013, over 98.8% of our debt investments were in a senior secured first lien position, and more than 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.

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 September 30, 2013, we held warrants in 116 portfolio companies, with a fair value of approximately \$34.2 million. The fair value of our warrant portfolio increased by approximately 15.9%, as compared to a fair value of \$29.5 million at December 31, 2012.

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Our existing warrant holdings currently would require us to invest approximately \$73.2 million to exercise such warrants. 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 control and affiliate investments for the three and nine-month periods ended September 30, 2013 and 2012 (unaudited):

| (in thousands) | | Three months ended September 30, 2013 | | | | | Nine months ended September 30, 2013 | | | | |
|----------------------------|-----------|---------------------------------------|-------------------|--|--|----------------------|--------------------------------------|--|--|----------------------|--|
| | | Fair Value at September 30, 2013 | Investment Income | Unrealized (Depreciation)/Appreciation | Reversal of Unrealized (Depreciation)/Appreciation | Realized Gain/(loss) | Investment Income | Unrealized (Depreciation)/Appreciation | Reversal of Unrealized (Depreciation)/Appreciation | Realized Gain/(loss) | |
| Portfolio Company | Type | | | | | | | | | | |
| Gelesis, Inc. | Affiliate | \$ 523 | \$ — | \$ (487) | \$ — | \$ — | \$ — | \$ (1,143) | \$ — | \$ — | |
| Optiscan BioMedical, Corp. | Affiliate | 12,374 | 566 | (505) | — | — | 1,693 | (325) | — | — | |
| Total | | <u>\$ 12,897</u> | <u>\$ 566</u> | <u>\$ (992)</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 1,693</u> | <u>\$ (1,468)</u> | <u>\$ —</u> | <u>\$ —</u> | |

| (in thousands) | | Three months ended September 30, 2012 | | | | | Nine months ended September 30, 2012 | | | | |
|-----------------------------|-----------|---------------------------------------|-------------------|--|--|----------------------|--------------------------------------|--|--|----------------------|--|
| | | Fair Value at September 30, 2012 | Investment Income | Unrealized (Depreciation)/Appreciation | Reversal of Unrealized (Depreciation)/Appreciation | Realized Gain/(loss) | Investment Income | Unrealized (Depreciation)/Appreciation | Reversal of Unrealized (Depreciation)/Appreciation | Realized Gain/(loss) | |
| Portfolio Company | Type | | | | | | | | | | |
| E-Band Communication, Corp. | Affiliate | \$ 1,483 | \$ — | \$ 21 | \$ — | \$ — | \$ 4 | \$ (1,466) | \$ — | \$ — | |
| Gelesis | Affiliate | 1,792 | 239 | 92 | — | — | 683 | (799) | — | — | |
| Total | | <u>\$ 3,275</u> | <u>\$ 239</u> | <u>\$ 113</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 687</u> | <u>\$ (2,265)</u> | <u>\$ —</u> | <u>\$ —</u> | |

Our investment in E-Band Communications Corp., a company that was a non-controlled affiliate investment as of September 30, 2012, was liquidated during the period ended June 30, 2013. Approximately \$3.3 million of realized losses and \$3.3 million of net change in unrealized appreciation was recognized on this non-controlled affiliate investment during the nine-months ended September 30, 2013.

During the year ended December 31, 2012, Optiscan BioMedical, Corp. became classified as a non-controlled affiliate of ours.

Portfolio Grading

We grade each of our 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 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 September 30, 2013 and December 31, 2012, respectively:

| (in thousands) | September 30, 2013 | | | December 31, 2012 | | |
|---------------------------|---------------------|---------------------------|-------------------------------|---------------------|---------------------------|-------------------------------|
| | Number of Companies | Investments at Fair Value | Percentage of Total Portfolio | Number of Companies | Investments at Fair Value | Percentage of Total Portfolio |
| Investment Grading | | | | | | |
| 1 | 17 | \$ 186,084 | 20.8% | 9 | \$ 134,166 | 16.2% |
| 2 | 46 | 483,412 | 54.0% | 52 | 542,885 | 65.6% |
| 3 | 17 | 188,442 | 21.1% | 16 | 127,560 | 15.4% |
| 4 | 5 | 33,046 | 3.7% | 5 | 22,929 | 2.8% |
| 5 | 9 | 3,509 | 0.4% | 1 | — | — |
| | | <u>\$ 894,493</u> | <u>100.0%</u> | | <u>\$ 827,540</u> | <u>100.0%</u> |

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As of September 30, 2013, our investments had a weighted average investment grading of 2.13, as compared to 2.06 at December 31, 2012. 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 have therefore been downgraded until their funding is complete or their operations improve.

At September 30, 2013, we had seven loans on non-accrual with a cumulative fair value of approximately \$3.1 million compared to one loan on non-accrual at December 31, 2012 with no fair market value.

Results of Operations

Comparison of the three and nine-month periods ended September 30, 2013 and 2012

Investment Income

Total investment income for the three-month period ended September 30, 2013 was approximately \$41.0 million as compared to approximately \$23.9 million for the three-month period ended September 30, 2012. Total investment income for the nine-month period ended September 30, 2013 was approximately \$106.5 million as compared to approximately \$70.1 million for the nine-month period ended September 30, 2012.

Interest income for the three-month period ended September 30, 2013 totaled approximately \$36.2 million as compared to approximately \$21.7 million for the three-month period ended September 30, 2012. Interest income for the nine-month period ended September 30, 2013 totaled approximately \$95.4 million as compared to approximately \$63.2 million for the nine-month period ended September 30, 2012. In general, the increase in interest income is attributable to overall growth in the loan portfolio. Specifically, the increase in interest income is attributable to an increase of loan interest income of approximately \$6.9 million and \$21.2 million for the three and nine-month periods ended September 30, 2013, respectively, and an increase of PIK interest income of approximately \$592,000 and \$1.8 million for the three and nine-month periods ended September 30, 2013, respectively. In addition, backend interest income for the three and nine-month periods ended September 30, 2013 increased by \$5.4 million and \$7.4 million, respectively, primarily due to one-time forbearance fee of approximately \$1.9 million and back end interest income for new fundings.

Income from commitment, facility and loan related fees for the three-month period ended September 30, 2013 totaled approximately \$4.8 million as compared to approximately \$2.2 million for the three-month period ended September 30, 2012. Income from commitment, facility and loan related fees for the nine-month period ended September 30, 2013 totaled approximately \$11.1 million as compared to approximately \$6.9 million for the nine-month period ended September 30, 2012. The increase in fee income is primarily attributable to additional fee accelerations and one time fees due to early pay-offs during the three and nine-month periods ended September 30, 2013 as compared to the same periods in 2012.

The following table shows the PIK-related activity for the nine-months ended September 30, 2013 and 2012, at cost (unaudited):

| <u>(in thousands)</u> | <u>Nine Months Ended September 30,</u> | |
|--|--|-----------------|
| | <u>2013</u> | <u>2012</u> |
| Beginning PIK loan balance | \$ 3,309 | \$ 2,041 |
| PIK interest capitalized during the period | 2,410 | 1,125 |
| Payments received from PIK loans | (824) | — |
| Realized Loss | — | (291) |
| Ending PIK loan balance | \$ 4,895 | \$ 2,875 |

The increase in payments received from PIK loans and PIK interest capitalized during the nine-months ended September 30, 2013 is due to the addition of fourteen PIK loans which have incurred PIK capitalizations during the period and the payoff of three PIK loans during the period ended September 30, 2013.

In certain investment transactions, we may earn income from advisory services; however, we had no income from advisory services in the three and nine-month periods ended September 30, 2013 and 2012, respectively.

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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 \$19.5 million and \$12.6 million during the three month periods ended September 30, 2013 and 2012, respectively. Operating expenses totaled approximately \$52.3 million and \$35.1 million during the nine-month periods ended September 30, 2013 and 2012, respectively.

Interest and Fees on our Borrowings

Interest and fees on our borrowings totaled approximately \$8.7 million for the three-month period ended September 30, 2013 as compared to approximately \$6.1 million for the three-month period ended September 30, 2012. This increase was primarily attributable to an increase in interest and fee expenses of approximately \$1.6 million for the three-month period ended September 30, 2013 related to the 2019 Notes and an increase of approximately \$1.2 million related to the Asset-Backed Notes issued in December 2012.

Interest and fees on borrowings totaled approximately \$26.1 million for the nine-month period ended September 30, 2013 as compared to approximately \$16.3 million for the nine-month period ended September 30, 2012. This increase was primarily attributable to an increase in interest and fee expenses of approximately \$7.4 million for the nine-month period ended September 30, 2013 related to the 2019 Notes and approximately \$3.7 million related to the Asset-Backed Notes issued in December 2012. These expenses were partially offset by a decrease in interest and fees of approximately \$1.1 million for the nine-month period ended September 30, 2013 associated with our SBA debentures due to the pay down in August 2012.

We had a weighted average cost of debt, comprised of interest and fees, of approximately 6.0% at September 30, 2013, as compared to 6.7% during September 30, 2012. The decrease was primarily driven by the Asset-Backed Notes issued in December 2012, which account for approximately 19.6% of our outstanding debt and accrue interest at 3.32%. As of September 30, 2013 the weighted average debt outstanding was approximately \$585.1 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 decreased to \$2.2 million from \$2.4 million for the three-month periods ended September 30, 2013 and 2012, respectively. These decreases were primarily due to decreases of approximately \$279,000 and \$136,000 related to outside accounting fees and Board of Directors compensation, respectively, partially offset by increases of approximately \$149,000 and \$90,000 for recruiting and consultant expenses, respectively, in the three-month period ended September 30, 2013. Expenses increased to \$6.8 million from \$6.1 million for the nine-month periods ended September 30, 2013 and 2012, respectively. These increases were primarily due to increases of approximately \$514,000, \$230,000 and \$168,000 related to outside consulting services, office and transportation expenses as a result of increased headcount and recruiting fees, respectively, partially offset by a decrease of approximately \$313,000 for outside accounting expenses in the nine-month period ended September 30, 2013.

Employee Compensation

Employee compensation and benefits totaled approximately \$7.0 million for the three-month period ended September 30, 2013 as compared to approximately \$2.9 million for the three-month period ended September 30, 2012 and approximately \$15.0 million for the nine-month period ended September 30, 2013 as compared to approximately \$9.6 million for the nine-month period ended September 30, 2012. This increase was due to increasing our staff to 63 active employees at September 30, 2013 from 52 active employees at September 30, 2012 and increasing our variable compensation (bonus) accrual based on performance improvements.

Stock-based compensation totaled approximately \$1.6 million for the three-month period ended September 30, 2013 as compared to approximately \$1.1 million for the three-month period ended September 30, 2012 and approximately \$4.3 million for the nine-month period ended September 30, 2013 as compared to approximately \$3.1 million for the nine-month period ended September 30, 2012. These increases were due primarily to the expense on restricted stock grants of approximately 606,000 shares granted in the first quarter of 2013.

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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.

A summary of realized gains and losses for the three and nine-month periods ended September 30, 2013 and 2012 is as follows:

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------|-------------------------------------|-------------------|------------------------------------|-----------------|
| | 2013 | 2012 | 2013 | 2012 |
| Realized gains | \$7,827 | \$ 948 | \$17,476 | \$ 13,122 |
| Realized losses | (702) | (10,039) | (6,167) | (11,073) |
| Net realized gains (losses) | <u>\$7,125</u> | <u>\$ (9,091)</u> | <u>\$11,309</u> | <u>\$ 2,049</u> |

During the three-month periods ended September 30, 2013 and September 30, 2012, we recognized net realized gains of approximately \$7.1 million and net realized losses of approximately \$9.1 million, respectively. During the three-months ended September 30, 2013, we recorded gross realized gains of approximately \$7.8 million primarily from the sale of investments in three portfolio companies. These gains were partially offset by the liquidation of the Company's investments in eight portfolio companies of approximately \$700,000 in gross realized losses.

During the nine-month periods ended September 30, 2013 and September 30, 2012, we recognized net realized gains of approximately \$11.3 million and \$2.0 million, respectively. During the nine-month period ended September 30, 2013, we recorded gross realized gains of approximately \$17.5 million primarily from the sale of investments in eight portfolio companies. These gains were partially offset by the liquidation of our investments in nineteen portfolio companies of approximately \$6.2 million in gross realized losses.

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 and nine-month periods ended September 30, 2013 and 2012:

| (in thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------------|------------------------------------|-------------------|
| | Amount | Amount | Amount | Amount |
| Gross unrealized appreciation on portfolio investments | \$ 28,760 | \$ 15,000 | \$ 58,168 | \$ 40,531 |
| Gross unrealized depreciation on portfolio investments | (15,626) | (23,845) | (44,117) | (56,190) |
| Reversal of prior period net unrealized appreciation upon a realization event | (6,196) | (80) | (13,599) | (11,666) |
| Reversal of prior period net unrealized depreciation upon a realization event | 2,335 | 11,503 | 7,977 | 12,122 |
| Net unrealized appreciation (depreciation) on escrow receivables | (923) | — | 564 | — |
| Citigroup Warrant Participation | (54) | (93) | 45 | 16 |
| Net unrealized appreciation (depreciation) on portfolio investments | <u>\$ 8,296</u> | <u>\$ 2,485</u> | <u>\$ 9,038</u> | <u>\$(15,187)</u> |

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During the three-months ended September 30, 2013, we recorded approximately \$9.3 million of net unrealized appreciation from our debt, equity and warrant investments. Approximately \$7.3 million is attributed to net unrealized appreciation on equity, which primarily resulted from appreciation of our investment in Virident Systems due to the announcement of the portfolio company's acquisition by Western Digital, Inc. Approximately \$2.1 million is attributed to net unrealized appreciation on our debt investments, which primarily resulted from fair value adjustments made as a result of a decrease in interest rates reflected in our current quarter effective yield. We recorded approximately \$99,000 of net unrealized depreciation on our warrant investments.

During the three-month period ended September 30, 2013, net unrealized appreciation decreased by approximately \$54,000 as a result of appreciation of fair value on the pool of warrants collateralized under the warrant participation agreement. Additionally during the three-month period ended September 30, 2013, net unrealized appreciation on escrow receivables decreased by approximately \$923,000, primarily due to the reversal of prior period net unrealized appreciation upon being realized as a gain.

During the three month period ended September 30, 2012, we recorded approximately \$2.6 million of net unrealized appreciation from our loans, warrant and equity investments. Approximately \$3.9 million and \$2.0 million is attributed to net unrealized appreciation on equity and warrants, respectively, of which approximately \$4.1 million and \$457,000 is due to the reversal of prior period net unrealized appreciation upon being realized as a loss.

During the three-month period ended September 30, 2012, we recorded approximately \$3.3 million of net unrealized depreciation on our debt investments, partially offset by approximately \$6.9 million 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 three-month periods ended September 30, 2013 and 2012.

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| <u>(in millions)</u> | Three Months Ended September 30, 2013 | | | |
|--|--|---------------|-----------------|---------------|
| | <u>Loans</u> | <u>Equity</u> | <u>Warrants</u> | <u>Total</u> |
| Collateral based impairments | \$ (3.4) | \$ — | \$ (0.1) | \$ (3.5) |
| Reversals due to Loan Payoffs & Warrant/Equity sales | 1.4 | (0.7) | (3.1) | (2.4) |
| Fair Value Market/Yield Adjustments* | | | | |
| Level 1 & 2 Assets | — | 2.0 | 1.9 | 3.9 |
| Level 3 Assets | 4.1 | 6.0 | 1.2 | 11.3 |
| Total Fair Value Market/Yield Adjustments | 4.1 | 8.0 | 3.1 | 15.2 |
| Total Unrealized Appreciation/(Depreciation) | \$ 2.1 | \$ 7.3 | \$ (0.1) | \$ 9.3 |

| <u>(in millions)</u> | Three Months Ended September 30, 2012 | | | |
|--|--|---------------|-----------------|---------------|
| | <u>Loans</u> | <u>Equity</u> | <u>Warrants</u> | <u>Total</u> |
| Collateral based impairments | \$ (8.7) | \$ (2.1) | \$ (1.2) | \$ (12.0) |
| Reversals due to Loan Payoffs & Warrant/Equity sales | 6.9 | 4.1 | 0.4 | 11.4 |
| Fair Value Market/Yield Adjustments* | | | | |
| Level 1 & 2 Assets | — | (1.5) | 0.6 | (0.9) |
| Level 3 Assets | (1.5) | 3.4 | 2.2 | 4.1 |
| Total Fair Value Market/Yield Adjustments | (1.5) | 1.9 | 2.8 | 3.2 |
| Total Unrealized Appreciation/(Depreciation) | \$ (3.3) | \$ 3.9 | \$ 2.0 | \$ 2.6 |

* 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 nine-months ended September 30, 2013, we recorded approximately \$8.4 million of net unrealized depreciation from our debt, equity and warrant investments. Approximately \$14.7 million is attributed to net unrealized appreciation on equity which primarily resulted from appreciation of our investment in Virident Systems due to the announcement of the portfolio company's acquisition by Western Digital, Inc. and \$3.5 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. Approximately \$3.9 million is attributed to net unrealized appreciation on our warrant investments, of which approximately \$8.7 million is due to the reversal of prior period net unrealized appreciation upon being realized as a gain and \$2.7 million is due to the reversal of prior period net unrealized depreciation upon being realized as a loss. We recorded approximately \$10.2 million of net unrealized depreciation on our debt investments, which primarily related to fair value adjustments made as a result of fluctuations in interest rates reflected in our effective yield.

For the nine-month period ended September 30, 2013, net unrealized appreciation increased by approximately \$45,000 as a result of depreciation during the nine-month period ended September 30, 2013 of fair value on the pool of warrants collateralized under the warrant participation agreement.

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During the nine-month period ended September 30, 2012, we recorded approximately \$15.2 million of net unrealized depreciation from our loans, equity and warrant investments. Approximately \$1.6 million is attributed to net unrealized appreciation on equity investments and approximately \$2.3 million is attributed to net unrealized depreciation on warrant investments. Approximately \$497,000 and \$6.0 million is due to the reversal of prior period net unrealized appreciation on equity and warrants respectively, upon being realized as a gain. Additionally, we recorded approximately \$500,000 of unrealized depreciation attributed to reduced expectations of escrow proceeds previously anticipated to be collected.

We recorded approximately \$12.6 million net unrealized depreciation on our debt investments related to fluctuations in current market interest rates during the nine-month period ended September 30, 2012.

The following table itemizes the change in net unrealized appreciation/(depreciation) in the investment portfolio by category for the nine-month periods ended September 30, 2013 and 2012.

| <u>(in millions)</u> | <u>9 Months Ended September 30, 2013</u> | | | |
|--|--|-----------------------|------------------------|------------------------|
| | <u>Loans</u> | <u>Equity</u> | <u>Warrants</u> | <u>Total</u> |
| Collateral based impairments | <u>\$(10.3)</u> | <u>\$ —</u> | <u>\$ (0.1)</u> | <u>\$(10.4)</u> |
| Reversals due to Loan Payoffs & Warrant/Equity sales | 1.6 | 2.7 | (8.2) | (3.9) |
| Fair Value Market/Yield Adjustments* | | | | |
| Level 1 & 2 Assets | — | 2.0 | 3.2 | 5.2 |
| Level 3 Assets | <u>(1.5)</u> | <u>10.0</u> | <u>9.0</u> | <u>17.5</u> |
| Total Fair Value Market/Yield Adjustments | <u>(1.5)</u> | <u>12.0</u> | <u>12.2</u> | <u>22.7</u> |
| Total Unrealized Appreciation/(Depreciation) | <u>\$(10.2)</u> | <u>\$ 14.7</u> | <u>\$ 3.9</u> | <u>\$ 8.4</u> |
| | | | | |
| <u>(in millions)</u> | <u>9 Months Ended September 30, 2012</u> | | | |
| | <u>Loans</u> | <u>Equity</u> | <u>Warrants</u> | <u>Total</u> |
| Collateral based impairments | <u>\$ (9.3)</u> | <u>\$ (2.1)</u> | <u>\$ (1.2)</u> | <u>\$(12.6)</u> |
| Reversals due to Loan Payoffs & Warrant/Equity sales | 7.9 | (0.5) | (6.0) | 1.4 |
| Fair Value Market/Yield Adjustments* | | | | |
| Level 1 & 2 Assets | — | (5.7) | 2.1 | (3.6) |
| Level 3 Assets | <u>(12.6)</u> | <u>9.9</u> | <u>2.8</u> | <u>0.1</u> |
| Total Fair Value Market/Yield Adjustments | <u>(12.6)</u> | <u>4.2</u> | <u>4.9</u> | <u>(3.5)</u> |
| Total Unrealized Appreciation/(Depreciation) | <u>\$(14.0)</u> | <u>\$ 1.6</u> | <u>\$ (2.3)</u> | <u>\$(14.7)</u> |

* 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.

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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 \$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 Change in Net Assets per Share

For the three-month periods ended September 30, 2013 and September 30, 2012, the net increase in net assets resulting from operations totaled approximately \$37.0 million and approximately \$4.7 million, respectively. For the nine-month periods ended September 30, 2013 and September 30, 2012, the net increase in net assets resulting from operations totaled approximately \$74.5 million and \$21.9 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 \$0.61 and \$0.59 for the three-month period ended September 30, 2013, whereas both the basic and fully diluted net change in net assets per common share for the three-month period ended September 30, 2012 was \$0.09. The basic and fully diluted net change in net assets per common share for the nine-month period ended September 30, 2013 was and \$1.26 and \$1.23, respectively, whereas both the basic and fully diluted net change in net assets per common share for the nine-month period ended September 30, 2012 was \$0.44.

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

At September 30, 2013, we had \$75.0 million of Convertible Senior Notes payable, \$170.4 million of 2019 Notes, \$102.5 million of Asset-Backed Notes and \$225.0 million of SBA debentures payable. We had no borrowings outstanding under either the Wells Facility or the Union Bank Facility.

At September 30, 2013, we had \$310.0 million in available liquidity, including \$205.0 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 September 30, 2013, we had approximately \$3.6 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 loan 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 nine-months ended September 30, 2013, 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 loan investments and the sale of loan and equity investments.

During the nine-months ended September 30, 2013, our operating activities provided \$4.7 million of cash and cash equivalents, compared to \$88.6 million used during the nine-months ended September 30, 2012. The \$93.3 million increase in cash provided by operating activities resulted primarily from an increase in net assets resulting from operations of \$52.7 and principal payments received on investments of approximately \$171.3 million, partially offset by additional purchases of investments of approximately \$108.9 million. During the nine-months ended September 30, 2013, our investing activities used \$3.9 million of cash, compared to \$85,000 during nine-months ended September 30, 2012. This \$3.8 million increase in cash used by investing activities was primarily due to an increase of approximately \$3.6 million in cash collections of interest and principal payments, classified as restricted cash, on assets that are securitized.

During the nine-months ended September 30, 2013, our financing activities provided \$21.2 million of cash, compared to \$131.3 million during the nine-months ended September 30, 2012. This \$110.1 million decrease in cash provided by financing activities was primarily due to a decrease in borrowings of credit facilities of \$39.3 million and the Issuance of our 2019 Notes of \$159.5 million in 2012 partially offset by an increase in proceeds from issuance of common stock of \$46.8 million and a decrease in repayments of credit facilities of \$47.5 million.

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As of September 30, 2013, net assets totaled \$643.4 million, with a net asset value per share of \$10.42. 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.

Additionally, we expect to raise additional capital to support our future growth through future equity and debt offerings, and/or future borrowings, to the extent permitted by the 1940 Act. To the extent we determine to raise additional equity through an offering of our common stock at a price below net asset value, existing investors will experience dilution. During our 2013 Annual Shareholder Meeting held on May 30, 2013, our stockholders authorized us, with the approval of our Board of Directors, to offer and issue debt with warrants or debt convertible into shares of our common stock at an exercise or conversion price that will not be less than the fair market value per share. There can be no assurance that these capital resources will be available.

On July 25, 2012, our Board of Directors approved an extension of the stock repurchase plan under the same terms and conditions that allowed us to repurchase up to \$35.0 million of our common stock. The stock repurchase plan expired on February 26, 2013 and no shares were repurchased in 2013.

As required by the 1940 Act, our asset coverage must be at least 200% after each issuance of senior securities. As of September 30, 2013 our asset coverage ratio under our regulatory requirements as a business development company was 286.4%, 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 212.8% at September 30, 2013.

Outstanding Borrowings

At September 30, 2013 (unaudited) and December 31, 2012, we had the following borrowing capacity and outstanding amounts:

| (in thousands) | September 30, 2013 | | December 31, 2012 | |
|---|---------------------------|--------------------------------------|--------------------------|--------------------------------------|
| | Total Available | Carrying Value ⁽¹⁾ | Total Available | Carrying Value ⁽¹⁾ |
| Union Bank Facility | \$ 30,000 | \$ — | \$ 30,000 | \$ — |
| Wells Facility | 75,000 | — | 75,000 | — |
| Convertible Senior Notes ⁽²⁾ | 75,000 | 72,248 | 75,000 | 71,436 |
| 2019 Notes | 170,364 | 170,364 | 170,364 | 170,364 |
| Asset-Backed Notes | 102,474 | 102,474 | 129,300 | 129,300 |
| SBA Debentures ⁽³⁾ | 225,000 | 225,000 | 225,000 | 225,000 |
| Total | <u>\$677,838</u> | <u>\$570,086</u> | <u>\$704,664</u> | <u>\$596,100</u> |

(1) Except for the Convertible Senior Notes, all carrying values are the same as the principal amount outstanding.

(2) 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 \$2.8 million at September 30, 2013 and \$3.6 million at December 31, 2012.

(3) At September 30, 2013 and at December 31, 2012, 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.

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.

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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 September 30, 2013 (unaudited) and December 31, 2012 were as follows:

| <u>(in thousands)</u> | <u>September 30, 2013</u> | <u>December 31, 2012</u> |
|-----------------------|---------------------------|--------------------------|
| Wells Facility | \$ 516 | \$ 867 |
| SBA Debenture | 5,320 | 5,877 |
| Convertible Debt | 1,467 | 1,900 |
| Class A2 Notes | 3,260 | 4,074 |
| 2019 Notes | 5,562 | 6,287 |
| | <u>\$ 16,125</u> | <u>\$ 19,005</u> |

Commitments

In the normal course of business, we are party to financial instruments with off-balance sheet risk. These consist primarily of unfunded 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 September 30, 2013, we had unfunded contractual commitments of approximately \$169.6 million. Approximately \$93.1 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 \$57.3 million of non-binding term sheets outstanding to seven new companies, which generally convert to contractual commitments within approximately 45 to 60 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 September 30, 2013 (unaudited):

| <u>Contractual Obligations⁽¹⁾⁽²⁾</u> | <u>Payments due by period</u> <u>(in thousands)</u> | | | | |
|---|--|-----------------------------------|--------------------|------------------------------|--------------------------------|
| | <u>Total</u> | <u>Less than</u> <u>1 year</u> | <u>1 - 3 years</u> | <u>3 - 5</u> <u>years</u> | <u>After 5</u> <u>years</u> |
| Borrowings ^{(3) (4)} | \$570,086 | \$ — | \$102,474 | \$72,248 | \$395,364 |
| Operating Lease Obligations ⁽⁵⁾ | 7,964 | 1,447 | 2,944 | 3,107 | 466 |
| Total | \$578,050 | \$ 1,447 | \$105,418 | \$75,355 | \$395,830 |

(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 \$225.0 million in borrowings under the SBA debentures, \$170.4 million of the 2019 Notes, \$102.5 million in aggregate principal amount of the Asset-Backed Notes and \$72.2 million of the Convertible Senior Notes.

(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 less the unaccreted discount initially recorded upon issuance of the Convertible Senior Notes was \$2.8 million at September 30, 2013.

(5) Long-term facility leases.

Certain premises are leased under agreements which expire at various dates through March 2020. Total rent expense amounted to approximately \$296,000 and \$900,000 during the three and nine-month periods ended September 30, 2013, respectively. There was approximately \$294,000 and \$868,000 recorded in the same periods ended September 30, 2012, 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.

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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. HT II has a total of \$76.0 million of SBA guaranteed debentures outstanding as of September 30, 2013 and has paid the SBA commitment fees of approximately \$1.5 million. As of September 30, 2013, we held investments in HT II in 46 companies with a fair value of approximately \$103.1 million, accounting for approximately 10.5% of our total portfolio at September 30, 2013.

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 September 30, 2013, HT III has the capacity to issue a total of \$149.0 million of SBA guaranteed debentures, subject to SBA approval, of which \$149.0 million was outstanding as of September 30, 2013. As of September 30, 2013, HT III has paid commitment fees of approximately \$1.5 million. As of September 30, 2013, we held investments in HT III in 38 companies with a fair value of approximately \$202.0 million accounting for approximately 20.5% of our total portfolio at September 30, 2013.

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 September 30, 2013 as a result of having sufficient capital as defined under the SBA regulations.

The rates of borrowings under various draws from the SBA beginning in April 2007 are set semiannually in March and September and range from 2.25% to 5.73%. 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 April 2007, the initial maturity of SBA debentures will occur in April 2017. 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 related to HT III debentures that pooled on March 27, 2013 were 0.804%. The annual fees on other debentures have been set at 0.906%. The average amount of debentures outstanding for the three-months ended September 30, 2013 for HT II was approximately \$76.0 million with an average interest rate of approximately 5.41%. The average amount of debentures outstanding for the three-months ended September 30, 2013 for HT III was approximately \$149.0 million with an average interest rate of approximately 3.46%.

In January 2011, we repaid \$25.0 million of SBA debentures under HT II, priced at approximately 6.63%, including annual fees. In April 2011, the SBA approved a \$25.0 million dollar commitment for HT III. In February 2012, we repaid \$24.25 million of SBA debentures under HT II, priced at 6.63%, including annual fees. In June 2012, the SBA approved a \$24.25 million dollar commitment for HT III. In August 2012, we repaid \$24.75 million of SBA debentures under HT II, \$12.0 million priced at 6.43%, including annual fees and \$12.75 million priced at 6.38%, including annual fees.

As of September 30, 2013, the maximum statutory limit on the dollar amount of outstanding SBA guaranteed debentures issued by a single SBIC is \$150.0 million, subject to periodic adjustments by the SBA, and a maximum amount of \$225.0 million for funds under common control, subject to periodic adjustments by the SBA. In the aggregate, at September 30, 2013 there was \$225.0 million principal amount of indebtedness outstanding incurred by our SBIC subsidiaries, bringing us to the maximum statutory limit on the dollar amount of SBA guaranteed debentures under the SBIC program.

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We reported the following SBA debentures outstanding as of September 30, 2013 (unaudited) and December 31, 2012:

| (in thousands) <u>Issuance/Pooling Date</u> | <u>Maturity Date</u> | <u>Interest Rate</u> (1) | <u>September 30,</u> <u>2013</u> | <u>December 31,</u> <u>2012</u> |
|--|----------------------|-----------------------------|-------------------------------------|------------------------------------|
| SBA Debentures: | | | | |
| March 26, 2008 | March 1, 2018 | 6.38% | \$ 34,800 | \$ 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 27, 2023 | 3.16% | 24,750 | 24,750 |
| Total SBA Debentures | | | \$ 225,000 | \$ 225,000 |

(1) Interest rate includes annual charge

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 loans. The Wells Facility is secured by loans 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 September 30, 2013, this non-use fee was approximately \$96,000. 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. At September 30, 2013, there were no borrowings outstanding on this facility.

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 September 30, 2013, the minimum tangible net worth covenant has increased to \$478.5 million as a result of the October 2012 follow-on public offering of 3.1 million shares of common stock for proceeds of approximately \$33.6 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for proceeds of approximately \$95.8 million. 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 September 30, 2013.

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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 September 30, 2013, this nonuse fee was approximately \$38,000. The Union Bank Facility is collateralized by debt investments in our portfolio companies, and includes an advance rate equal to 50.0% of eligible loans 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. At September 30, 2013 there were no borrowings outstanding on this facility.

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 September 30, 2013, the minimum tangible net worth covenant has increased to \$472.8 million as a result of the January and October 2012 follow-on public offerings of 5.0 and 3.1 million shares of common stock, respectively, for total net proceeds of approximately \$80.9 million and the March 2013 follow-on public offering of 8.1 million shares of common stock for total net proceeds of approximately \$95.6 million. The Union Bank Facility will mature on November 1, 2014, approximately three years from the date of issuance, revolving through the first 24 months with a term out provision for the remaining 12 months. 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 September 30, 2013.

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 loans 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 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 nine-months ended September 30, 2013, we reduced our realized gain by approximately \$249,000 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 an increase on participation liability and a decrease on unrealized appreciation by a net amount of approximately \$54,000 as a result of current quarter 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 \$268,000 as of September 30, 2013 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

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Citigroup approximately \$1.6 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 March 2014 and January 2017.

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 September 30, 2013, 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 \$72.2 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.

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 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 has initially been 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 7.9%.

As of September 30, 2013 (unaudited) and December 31, 2012, the components of the carrying value of the Convertible Senior Notes were as follows:

| (in thousands) | As of September 30, 2013 | As of December 31, 2012 |
|---|--------------------------|-------------------------|
| Principal amount of debt | \$ 75,000 | \$ 75,000 |
| Original issue discount, net of accretion | (2,752) | (3,564) |
| Carrying value of debt | <u>\$ 72,248</u> | <u>\$ 71,436</u> |

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For the three and nine-months ended September 30, 2013 and 2012 (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 Ended September, | | Nine Months Ended September, | |
|--------------------------------------|-------------------------------|-----------------|------------------------------|-----------------|
| | 2013 | 2012 | 2013 | 2012 |
| Stated interest expense | \$ 1,125 | \$ 1,125 | \$ 3,375 | \$ 3,375 |
| Accretion of original issue discount | 271 | 271 | 812 | 812 |
| Amortization of debt issuance cost | 144 | 144 | 433 | 433 |
| Total interest expense | <u>\$ 1,540</u> | <u>\$ 1,540</u> | <u>\$ 4,620</u> | <u>\$ 4,620</u> |
| Cash paid for interest expense | \$ — | \$ — | \$ 2,250 | \$ 2,250 |

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 8.0% and 8.1% for the three and nine-months ended September 30, 2013 and approximately 8.1% and 8.2% for the three and nine-months ended September 30, 2012, respectively. As of September 30, 2013, we are in compliance with the terms of the indentures governing the Convertible Senior Notes.

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.

2019 Notes payable is comprised of:

| (in thousands) | As of | |
|------------------------|--------------------|-------------------|
| | September 30, 2013 | December 31, 2012 |
| April 2019 Notes | \$ 84,490 | \$ 84,490 |
| September 2019 Notes | 85,874 | 85,874 |
| Carrying Value of Debt | <u>\$ 170,364</u> | <u>\$ 170,364</u> |

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.

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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.

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.

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For the three and nine-months ended September 30, 2013 and 2012 (unaudited), the components of interest expense and cash paid for interest expense for the April 2019 Notes and September 2019 Notes are as follows:

| (in thousands) | Three Months Ended September 30, | |
|---|----------------------------------|----------|
| | 2013 | 2012 |
| Stated interest expense | \$ 2,981 | \$ 1,509 |
| Amortization of debt issuance cost | 243 | 130 |
| Total interest expense and fees | \$ 3,224 | \$ 1,639 |
| Cash paid for interest expense and fees | \$ 2,981 | \$ — |

| (in thousands) | Nine Months Ended September 30, | |
|---|---------------------------------|----------|
| | 2013 | 2012 |
| Stated interest expense | \$ 8,944 | \$ 2,128 |
| Amortization of debt issuance cost | 725 | 179 |
| Total interest expense and fees | \$ 9,669 | \$ 2,307 |
| Cash paid for interest expense and fees | \$ 8,944 | \$ — |

As of September 30, 2013, 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.

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 offering 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 equals 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 September 30, 2013 and December 31, 2012, the Asset Backed Notes had an outstanding balance of \$102.5 million and \$129.3 million, respectively.

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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 \$3.6 million of Restricted Cash as of September 30, 2013 funded through interest collections. There was no cash segregated at December 31, 2012 due to immaterial monthly interest collections for the period ended December 31, 2012.

Dividends

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

| <u>Date Declared</u> | <u>Record Date</u> | <u>Payment Date</u> | <u>Amount Per Share</u> |
|----------------------|--------------------|---------------------|-------------------------|
| 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 |
| | | | <u>\$ 8.75</u> |

* Dividend paid in cash and stock.

On November 4, 2013 the Board of Directors increased the quarterly dividend by \$0.03, or approximately 10.7%, and declared a cash dividend of \$0.31 per share to be paid on November 25, 2013 to shareholders of record as of November 18, 2013. This dividend will represent our thirty-third consecutive dividend declaration since our initial public offering, bringing the total cumulative dividend declared to date to \$8.75 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.

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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 year ended December 31, 2012 and 2011, 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 2013 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 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.

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.

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 \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013.

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.

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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.

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”). At September 30, 2013, approximately 80.1% 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 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 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.

Our Board of Directors 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. 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 or investment 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 investment committee which incorporates the results of the independent valuation firm as appropriate.
- (4) the Board of Directors 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 valuation 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 but does not expand the use of fair value in any new circumstances. 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.

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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.

In accordance with ASU 2011-04, the following table provides quantitative information about our Level 3 fair value measurements of our investments as of September 30, 2013. 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.

| <u>Investment Type - Level Three Debt Investments</u> | <u>Fair Value at September 30, 2013</u> (in thousands) | <u>Valuation Techniques/ Methodologies</u> | <u>Unobservable Input (a)</u> | <u>Range</u> |
|---|---|--|--|-----------------------------------|
| Pharmaceuticals - Debt | \$ 271,642 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 12.84% - 17.62% (1.0%) - 0.00% |
| | 3,258 | Option Pricing Model (b) | Average Industry Volatility (c) Risk Free Interest Rate Estimated Time to Exit (in months) | 55.86% 0.04% 6.07 |
| | 1,033 | Liquidation | Investment Collateral | \$1.0 - \$3.2 million |
| Medical Devices - Debt | 60,557 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 13.54% - 18.41% (1.0%) - 1.0% |
| Technology - Debt | 148,459 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 7.84% - 21.22% (1.0%) - 2.0% |
| | 2,377 | Liquidation | Investment Collateral | \$0.4 - \$5.4 million |
| Clean Tech - Debt | 174,487 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 13.29% - 17.86% (0.5%) - 1.5% |
| Lower Middle Market - Debt | 232,580 | Market Comparable Companies | Hypothetical Market Yield Premium/(Discount) | 12.67% - 17.17% (0.5%) - 0.75% |
| | 100 | | Investment Collateral | \$0.00 - \$2.1 million |
| Total Level Three Debt Investments | <u>\$ 894,493</u> | | | |

(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. Clean Tech, above, aligns with the Clean Tech industry in the Schedule of Investments.

(b) An option pricing model valuation technique was used to derive the fair value of the conversion feature of convertible notes.

(c) Represents the range of industry volatility used by market participants when pricing the investment.

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| <u>Investment Type -</u> | <u>Fair Value at September 30, 2013</u> <i>(in thousands)</i> | <u>Valuation Techniques/ Methodologies</u> | <u>Unobservable Input (a)</u> | <u>Range</u> |
|--|--|--|--|--|
| Level Three Equity Investments | \$ 45,063 | Market Comparable Companies | EBITDA Multiple (b) Revenue Multiple (b) Discount for Lack of Marketability (c) | 5.7x - 47.0x 1.2x - 5.7x 10.8% - 27.4% |
| Level Three Warrant Investments | 26,393 | Market Comparable Companies | EBITDA Multiple (b) Revenue Multiple (b) Discount for Lack of Marketability (c) | 5.7x - 47.0x 1.2x - 5.7x 10.8% - 27.4% |
| Warrant positions additionally subject to: | | Option Pricing Model | Average Industry Volatility (d) Risk-Free Interest Rate Estimated Time to Exit (in months) | 34.9% - 103.5% 0.1% - 1.3% 12 - 48 |
| Total Level Three Warrant and Equity Investments | <u>\$ 71,456</u> | | | |

- (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.

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 which has 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 loans 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 loan 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.

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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 loan 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.

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 September 30, 2013, we had seven loans on non-accrual with a cumulative fair value of approximately \$3.1 million compared to one loan on non-accrual at December 31, 2012 with no fair market value.

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 \$889,000 and \$2.7 million in PIK income in the three and nine-month periods ended September 30, 2013, respectively. The Company recorded approximately \$297,000 and \$866,000 in PIK income in the three and nine-month periods ended September 30, 2012, 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.

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Equity Offering Expenses

Our offering costs are charged against the proceeds from equity offerings when received.

Debt Issuance Costs

Debt issuance costs are being amortized over the life of the related debt instrument using the straight line method, which closely approximates the effective yield method.

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.

Federal Income Taxes

We intend to operate so as to qualify to be taxed as a RIC under Subchapter M of the Code and, as such, will not be subject to federal income tax on the portion of our taxable income and gains distributed to stockholders. To qualify as a RIC, we are required to distribute at least 90% of our investment company taxable income, as defined by the Code. We are subject to a non-deductible federal excise tax if we do not distribute at least 98% of our taxable income and 98.2% of our capital gain net income for each one year period ending on October 31. At December 31, 2012, 2011, 2010 and 2009, no excise tax was recorded. We intend to distribute approximately \$1.5 million of spillover earnings from the year ended December 31, 2012 to our shareholders in 2013. 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.

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 anticipate no impacts from adopting this standard on our statement of assets and liabilities or results of operations. We are currently assessing the additional disclosure requirements. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2013.

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Subsequent Events

Dividend Declaration

On November 4, 2013 the Board of Directors increased the quarterly dividend by \$0.03, or approximately 10.7%, and declared a cash dividend of \$0.31 per share to be paid on November 25, 2013 to shareholders of record as of November 18, 2013. This dividend will represent our thirty-third consecutive dividend declaration since our initial public offering, bringing the total cumulative dividend declared to date to \$8.75 per share.

Closed and Pending Commitments

As of November 4, Hercules has:

- a. Closed commitments of approximately \$27.3 million to new and existing portfolio companies, and funded approximately \$19.5 million since the close of the third quarter.
- b. Pending commitments (signed non-binding term sheets) of approximately \$91.5 million.

The table below summarizes our year-to-date closed and pending commitments as follows:

| <u>Closed Commitments and Pending Commitments (in millions)</u> | |
|---|-----------------------|
| January 1 – September 30, 2013 Closed Commitments | \$ 579.3 |
| Q4-13 Closed Commitments (as of November 4, 2013) | 27.3 |
| Total Year-to-date 2013 Closed Commitments ^(a) | \$ 606.6 |
| Pending Commitments (as of November 4, 2013) ^(b) | 91.5 |
| Year to date 2013 Closed and Pending Commitments | <u>\$698.1</u> |

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.

Portfolio Company Developments

In October 2013, ADMA Biologics, Inc. (OTCBB: ADMA) completed its initial public offering of 3,352,941 shares of its common stock at \$8.50 per share.

In October 2013, Western Digital Corp (NASDAQ: WDC) completed its acquisition of Hercules portfolio company Virident Systems, Inc. This liquidity event represents a net realized gain of approximately \$7.5 million, an internal rate of return of 76.5% (excluding proceeds in escrow) and a gross multiple of 2.5x on Hercules total investment in Virident Systems, Inc.

In October 2013, EnerSys (NYSE: ENS) completed its acquisition of Hercules portfolio company Purcell Systems, Inc. This liquidity event represents a net realized gain of approximately \$617,000, an internal rate of return of 15.6% (excluding proceeds in escrow), and a gross multiple of 6.0x on Hercules total investment in Purcell Systems, Inc.

In November 2013, Biomet, Inc. completed its acquisition of Hercules portfolio company Lanx, Inc. This liquidity event represents an expected net realized gain of approximately \$1.9 million, an expected internal rate of return of 38.6% (excluding proceeds in escrow), and an expected gross multiple of 2.3x on Hercules total investment in Lanx, Inc.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES 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 September 30, 2013, 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 September 30, 2013, 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.

| (in thousands) Basis Point Change (1) | Interest Income | Interest Expense | Net Income |
|--|--------------------|---------------------|---------------|
| 100 | \$ 7,267 | \$ — | \$ 7,267 |
| 200 | \$13,114 | \$ — | \$13,114 |
| 300 | \$20,018 | \$ — | \$20,018 |
| 400 | \$26,977 | \$ — | \$26,977 |
| 500 | \$33,935 | \$ — | \$33,935 |

(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 nine-month period ended September 30, 2013, 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, and 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 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 “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition, Liquidity and Capital Resources – Outstanding Borrowings” in this quarterly report on Form 10-Q.

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ITEM 4. CONTROLS AND PROCEDURES

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 we file or submit 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 we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our chief executive and chief financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no other changes in our internal control over financing reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended, that occurred during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. 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.

ITEM 1A. RISK FACTORS

In addition to the risks discussed below, important risk factors that could cause results or events to differ from current expectations are described in Part I, Item 1A “Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on February 28, 2013.

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 September 30, 2013 (unaudited) that represent greater than 5% of our net assets:

| (in thousands) | September 30, 2013 | |
|---------------------------------|--------------------|--------------------------|
| | Fair Value | Percentage of Net Assets |
| Merrimack Pharmaceuticals, Inc. | \$41,526 | 6.5% |
| BrightSource Energy, Inc. | \$35,573 | 5.5% |
| Tectura Corporation | \$32,170 | 5.0% |

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.

Brightsource Energy, Inc. designs, develops and sells solar thermal power systems that deliver reliable, clean energy to utilities and industrial companies.

Tectura Corporation provides technology solutions, consulting services, including ERP implementations and solutions, to businesses worldwide.

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Our financial results could be materially adversely affected if these portfolio companies or any of our other significant portfolio companies encounter financial difficulty and fail to repay their obligations or to perform as expected.

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.

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.

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 impact on us.

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 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.

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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, which represents contractual interest added to a loan balance and due at the end of 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, 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, certain loans may also include any of the following: end-of-term payments, exit fees, balloon payment fees or prepayment fees. 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 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.

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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 nine-months ended September 30, 2013, we reduced our realized gain by approximately \$249,000 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 an increase on participation liability and a decrease on unrealized appreciation by a net amount of approximately \$54,000 as a result of current quarter 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 \$268,000 as of September 30, 2013 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 \$1.6 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 March 2014 and January 2017.

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.

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.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the nine month period ended September 30, 2013, we issued approximately 142,000 shares of common stock to shareholders in connection with the dividend reinvestment plan. These issuances were not subject to the registration requirements of the Securities Act of 1933, as amended. The aggregate value the shares of our common stock issued under our dividend reinvestment plan was approximately \$1.9 million.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

ITEM 6. EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 31.1 | Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 31.2 | Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 32.1 | Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 32.2 | Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |

* Filed herewith.

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SIGNATURES

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

HERCULES TECHNOLOGY GROWTH CAPITAL, INC. (Registrant)

Dated: November 7, 2013

/S/ MANUEL A. HENRIQUEZ

Manuel A. Henriquez
Chairman, President, and Chief Executive Officer

Dated: November 7, 2013

/S/ JESSICA BARON

Jessica Baron
Vice President, Finance and Chief Financial Officer

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Section 2: EX-31.1 (EX-31.1)

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) and 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Manuel A. Henriquez, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hercules Technology Growth Capital, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

