

Hercules Capital, Inc.  
Form 8-K  
January 20, 2017

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): January 19, 2017**

**Hercules Capital, Inc.**

**(formerly known as Hercules Technology Growth Capital, Inc.)**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**814-00702**  
**(Commission**  
  
**File No.)**

**74-3113410**  
**(I.R.S. Employer**  
  
**Identification No.)**

**400 Hamilton Ave., Suite 310**

**Palo Alto, CA**

**(Address of principal executive offices)**

**94301**

**(Zip Code)**

**Registrant's telephone number, including area code: (650) 289-3060**

**Not Applicable**

**(Former name or address, if changed since last report)**

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

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

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

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

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

**Item 7.01. Regulation FD Disclosure.**

On January 19, 2017, Hercules Capital, Inc. (the Company) issued a press release announcing that it upsized and priced its previously announced offering of \$200 million aggregate principal amount of its Convertible Senior Notes due 2022 (the Convertible Senior Notes). The offering was upsized to \$200 million aggregate principal amount of the Convertible Senior Notes from the previously announced offering size of \$150 million aggregate principal amount of the Convertible Senior Notes. The Company also granted the initial purchaser an option to purchase up to an additional \$30 million principal amount of the Convertible Senior Notes to cover overallocments, if any. Closing is subject to a number of customary closing conditions and is expected to occur on January 25, 2017.

A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and shall not be deemed incorporated by reference into any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by the Company as to the materiality of such information.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of Hercules Capital, Inc., dated January 19, 2017

**SIGNATURES**

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

HERCULES CAPITAL, INC.

January 19, 2017

By: /s/ Melanie Grace  
Melanie Grace

General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Exhibits</b>                                  |
|--------------------|---|
| 99.1               | Press Release of Hercules Capital, Inc., dated January 19, 2017 |