



**FIRSTHAND TECHNOLOGY VALUE FUND, INC.**

150 Almaden Boulevard, Suite 1250

San Jose, CA 95113

March 18, 2013

Dear Fellow Stockholders:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Firsthand Technology Value Fund, Inc. (the "Company") on May 23, 2013 at 2:00 p.m., Pacific Time, at the Hilton San Jose Hotel at 300 Almaden Boulevard, San Jose, CA 95110.

The matters for consideration at the meeting are:

- i. the election of one director of the Company;
- ii. the ratification of the selection of Tait, Weller & Baker LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2013; and
- iii. the transaction of any other business that may properly come before the meeting or any adjournment or postponement thereof.

Enclosed with this letter are the formal notice of the meeting, the proxy statement, which gives detailed information about the proposals and why the Board of Directors unanimously recommends that you vote to approve them, an actual written proxy for you to sign and return, and a copy of the Company's annual report to stockholders on Form 10-K.

Your vote is important. Please complete, sign, and date the enclosed proxy card and return it in the enclosed envelope. You may also authorize a proxy vote of your shares via telephone or online by following the instructions on the proxy card. This will ensure that your vote is counted, even if you cannot attend the meeting in person.

If you have any questions about the enclosed proxy or need assistance in voting your shares, please call 800.976.8776.

Sincerely,

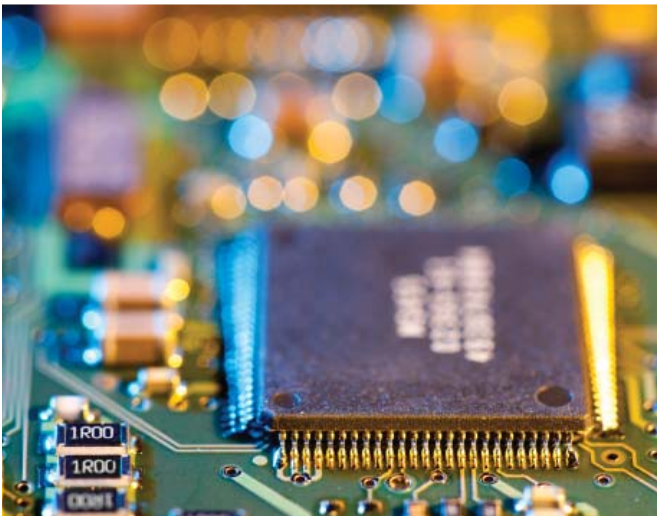
A handwritten signature in black ink, appearing to read 'Kevin Landis', written over a light blue horizontal line.

Kevin Landis  
Chairman of the Board of Directors,  
CEO and President



# Firsthand Technology Value Fund, Inc.

(Ticker: SVVC)



## Annual Report

December 31, 2012

## LETTER TO SHAREHOLDERS

### Dear Fellow Shareholders,

2012 was a year of progress for Firsthand Technology Value Fund. During the year, three of our portfolio companies completed initial public offerings (IPOs). We invested approximately \$60 million in exciting, young technology and cleantech companies, and we completed a follow-on offering of our own, which has helped us increase the resources of the fund, broadening the opportunities available for investment.

Our investment strategy involves making investments in promising private companies in industries such as advanced materials, enterprise computing, renewable energy, semiconductors, and social networking. We have the flexibility to make investments directly with the companies (primary transactions) or by purchasing shares from other shareholders (secondary transactions). Many of our investments in later-stage companies, including Facebook, Twitter, and SolarCity, involved secondary transactions. Our early-stage investments tend to be primary transactions.

In many ways, 2012 was the year of Facebook (NASDAQ: FB) for Firsthand Technology Value Fund. On January 23, 2012, we announced that the social networking powerhouse was our largest holding. Coincidentally, Facebook announced its intention to go public approximately one week later. What followed was a roller coaster ride that pushed our shares as high as \$45.88 in the weeks leading up to the Facebook IPO, before falling below \$20 per share immediately after the company's unspectacular IPO on May 18. Unfortunately, we traded at sub-\$20 levels for the remainder of the year, despite the improving fortunes for Facebook. As I write this, Facebook is trading in the high \$20s, and SVVC is trading near \$19 per share.

In March, Yelp (NYSE: YELP) completed a successful IPO. We purchased shares of Yelp when it was a private company and sold our position in September with a 15% realized gain in just over nine months.

Our third IPO of the year was SolarCity (NASDAQ: SCTY). We established our position in SolarCity in the second quarter of 2012 at an average cost of \$15.81 per share. In December, the company completed its long-anticipated public offering at \$8.00 per share. The company's stock traded up immediately and closed the year at \$11.93. As I write this, the stock is trading near \$17 per share.

We completed a follow-on offering of our common stock in April 2012. In raising \$127 million, we succeeded not only in securing needed capital, but also in broadening the scope of investment opportunities available to us. The Fund's larger asset base effectively increases the number of investment opportunities available to us, as many late-stage companies look to limit the number of partners they work with to soak up secondary shares.

As with most venture funds, the news on our portfolio was not all positive in 2012. Continued price competition and consolidation in the solar photovoltaic business caused us to take significant write-downs on our positions in two private companies, Skyline Solar and SoloPower. Notably, the price declines that are having such a devastating impact on solar module manufacturers have been a boon for installers such as SolarCity; these lower prices mean lower costs for the systems they're installing. Intevac, one of our public company holdings, continued to struggle with soft demand in its two major end markets: disk drives and solar.

We made a number of new investments in emerging, innovative companies in 2012. Atop the list is Twitter, the micro-blogging sensation. After making our initial investment in May, we dramatically increased the size of our position in the third and fourth quarters, closing the year with Twitter as our largest holding. By all accounts, Twitter continues to experience tremendous growth, and its advertising platform has been very well received.

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

**Form 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2012

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 814-00830

**Firsthand Technology Value Fund, Inc.**

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

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

**77-6100553**  
*(I.R.S. Employer  
Identification No.)*

**150 Almaden Boulevard, Suite 1250  
San Jose, California 95113**  
*(Address and zip code of principal executive offices)*

**(408) 886-7096**  
*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, \$0.001 par value	The NASDAQ Global Market

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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 period 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 issuer 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 (Section 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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). (check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant as of December 31, 2012 was approximately \$148 million (computed using the closing price of \$17.44 per share of Common Stock on December 31, 2012, as reported by the NASDAQ Global Market).

As of March 15, 2013, Firsthand Technology Value Fund had 8,556,480 shares of common stock, par value \$0.001 per share, outstanding.

## **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement prepared in connection with the Annual Meeting of Stockholders to be held in 2013 are incorporated by reference in Part III of this Form 10-K.

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# PART I

## Item 1. Business

### FORWARD LOOKING STATEMENTS

This report, and other statements that we may make, may contain forward-looking statements, which relate to future events or our future performance or financial condition. We use words such as “anticipates,” “believes,” “expects,” “plans,” “will,” “may,” “continues,” “believes,” “seeks,” “likely,” “intends,” and similar expressions to identify forward-looking statements. The forward-looking statements contained in this Annual Report on Form 10-K involve risks and uncertainties, including forward-looking statements as to:

- our future operating results,
- our business prospects and the prospects of our prospective portfolio companies,
- the impact of investments that we expect to make,
- our contractual arrangements and relationships with third parties,
- the dependence of our future success on the general economy and its impact on the industries in which we invest,
- the ability of our prospective portfolio companies to achieve their objectives,
- our expected financings and investments,
- the adequacy of our cash resources and working capital, and
- the timing of cash flows, if any, from the operations of our prospective portfolio companies.

Our actual results could differ materially from those projected in the forward-looking statements for any reason, including the factors set forth in “Risk Factors” and elsewhere in this Annual Report on Form 10-K. In addition, several factors that could materially affect our actual results are the ability of the portfolio companies in which we invest to achieve their objectives; our ability to source favorable private investments; changes in the securities markets, especially the markets for technology companies including those that may be early stage or micro-cap companies; the dependence of our future success of the general economy and its impact on the industries in which we invest and other factors discussed in our periodic filings with the Securities and Exchange Commission (the “SEC”).

Unpredictable or unknown factors could also have material adverse effects on us. Since our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, we cannot give any assurance that any of the events anticipated by the forward-looking statements will occur, or, if any of them do, what impact they will have on our results of operations and financial condition. All forward-looking statements included in this Annual Report on Form 10-K are expressly qualified in their entirety by the foregoing cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We do not undertake any obligation to update, amend or clarify these forward-looking statements or the risk factors contained in this Annual Report on Form 10-K, whether as a result of new information, future events or otherwise, except as may be required under the federal securities laws. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC.

### GENERAL

Firsthand Technology Value Fund, Inc. (“we,” “us,” “our,” the “Company”) is an externally managed, closed-end, non-diversified management investment company organized as a Maryland corporation that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). As such, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70 percent of our total assets in “qualifying assets,” including securities of private or micro-cap public U.S. companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. In addition, for tax purposes we have elected to be treated as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, as amended, which we refer to as the “Code.” Firsthand Capital Management, Inc. (the “Investment Adviser”, the “Adviser”, or “FCM”) serves as our investment adviser and manages the investment process on a daily basis.

We were incorporated under the Maryland General Corporation Law in April 2010 and acquired our initial portfolio of securities through the reorganization (the “Reorganization”) into us of Firsthand Technology Value Fund (“TVF”), an open-end mutual fund and a series of Firsthand Funds, which is a Delaware statutory trust. The reorganization was completed on April 15, 2011 and we commenced operations on April 18, 2011.

Our investment objective is to seek long-term growth of capital, principally by seeking capital gains on our equity and equity-related investments. There can be no assurance that we will achieve our investment objective. Under normal circumstances, we invest at least 80 percent of our total assets for investment purposes in technology companies. We consider technology companies to be those companies that derive at least 50 percent of their revenues from products and/or services within the information technology sector and in the “cleantech” sector. Information technology companies include, but are not limited to, those focused on computer hardware, software, telecommunications, networking, Internet, and consumer electronics. While there is no standard definition of cleantech, it is generally regarded as including goods and services designed to harness renewable energy and materials, eliminate emissions and waste, and reduce the use of natural resources. In addition, under normal circumstances we invest at least 70 percent of our assets in privately held companies and public companies with market capitalizations less than \$250 million. Our portfolio is primarily composed of equity and equity derivative securities of technology and cleantech companies (as defined above). These investments generally range between \$1 million and \$10 million each, although the investment size will vary proportionately with the size of our capital base. We acquire our investments through direct investments in private companies, negotiations with selling shareholders, and in organized secondary marketplaces for private securities.

While our primary focus is to invest in illiquid private technology and cleantech companies, we may also invest in micro-cap publicly traded companies. In addition, we may invest up to 30% of the portfolio in opportunistic investments that do not constitute the private companies and micro-cap public companies described above. These other investments may include investments in securities of public companies that are actively traded. These other investments may also include investments in high-yield bonds, distressed debt, or securities of public companies that are actively traded; and securities of companies located outside of the United States. Our investment activities are managed by FCM.

Neither our investments nor an investment in us are intended to constitute a balanced investment program. We expect to be risk-seeking rather than risk-averse in our investment approach. There is no assurance that our investment objective will be achieved.

We invest a substantial portion of our assets in securities that we consider to be private venture capital equity investments. These private venture capital equity investments usually do not pay interest or dividends and usually are subject to legal or contractual restrictions on resale that may adversely affect the liquidity and marketability of such securities. We expect to make speculative venture capital investments with limited marketability and a greater risk of investment loss than less-speculative investments. Subject to the diversification requirements applicable to a regulated investment company (“RIC”), we may commit all of our assets to only a few investments.

Subject to continuing to meet the compliance tests applicable to BDCs, there are no limitations on the types of securities or other assets in which we may invest. Investments may include the following:

- Venture capital investments, whether in corporate, partnership, or other form, including development-stage or start-up entities;
- Equity, equity-related securities (including options and warrants), and debt with equity features from either private or public issuers;
- Debt obligations of all types having varying terms with respect to security or credit support, subordination, purchase price, interest payments, and maturity;
- Foreign securities;
- Intellectual property or patents or research and development in technology or product development that may lead to patents or other marketable technology; and
- Miscellaneous investments.



The table below provides a summary of our investments as of December 31, 2012.

<b>INVESTMENT</b>	<b>BUSINESS DESCRIPTION</b>	<b>FAIR VALUE<sup>1</sup></b>
Facebook, Inc. <sup>2</sup>	Social Networking	\$15,978,000
Gilt Groupe	Internet Retail	\$2,803,658
INNOViON	Ion Implant Foundry	\$369,193
Intevac, Inc. <sup>2</sup>	Manufacturing Equipment	\$2,491,363
Pivotal Systems Corp.	Semiconductor Equipment	\$4,000,000
QMAT, Inc.	Advanced Materials	\$6,000,000
Silicon Genesis Corp.	Intellectual Property	\$6,330,275
Skyline Solar, Inc.	Concentrated Photovoltaic Systems	\$0
SolarCity Corp. <sup>2</sup>	Solar Photovoltaic Installer	\$4,322,895
SoloPower, Inc.	Solar Photovoltaic Modules	\$228,785
Twitter, Inc.	Social Networking	\$16,664,504
UCT Coatings, Inc.	Advanced Materials	\$0

<sup>1</sup> Fair value for our private company holdings was determined in good faith by our board of directors on December 31, 2012. For public companies, the figure represents the market value of our securities on December 31, 2012, less any discount due to resale restriction on the security.

<sup>2</sup> Public company

## INVESTMENTS AND STRATEGIES

The following is a summary description of the types of assets in which we may invest, the investment strategies we may use, and the attendant risks associated with our investments and strategies.

### VENTURE CAPITAL INVESTMENTS

We define venture capital as the money and resources made available to privately held start-up firms and privately held and publicly traded small businesses with exceptional growth potential. These businesses can range in stage from pre-revenue to generating positive cash flow. Most of our long-term venture capital investments are in thinly capitalized, unproven, small companies focused on commercializing risky technologies. These businesses also tend to lack management depth, have limited or no history of operations, and have not attained profitability. Because of the speculative nature of these investments, these securities have a significantly greater risk of loss than traditional investment securities. Some of our venture capital investments will never realize their potential, and some will be unprofitable or result in the complete loss of our investment.

We acquire our investments through direct investments in private companies, negotiations with selling shareholders, and in organized secondary marketplaces for private securities. Our current focus is on investing in late-stage private companies, particularly those with potential for near-term realizations by way of IPO or acquisition.

In connection with our venture capital investments, we may participate in providing a variety of services to our portfolio companies, including the following:

- Recruiting management,
- Formulating operating strategies,
- Formulating intellectual property strategies,
- Assisting in financial planning,
- Providing management in the initial start-up stages, and
- Establishing corporate goals.

We may assist in raising additional capital for these companies from other potential investors and may subordinate our own investment to that of other investors. We typically find it necessary or appropriate to provide additional capital of our own. We may introduce these companies to potential joint venture partners, suppliers, and customers. In addition, we may assist in establishing relationships with investment bankers and other professionals. We may also assist with mergers and acquisitions (“M&As”). We do not currently derive income from these companies for the performance of any of the above services.

We may control, be represented on, or have observer rights on the Board of Directors of a portfolio company through one or more of our officers or directors, who may also serve as officers of the portfolio company. We indemnify our officers and directors for serving on the Boards of Directors or as officers of portfolio companies, which exposes us to additional risks. Particularly during the early stages of an investment, we may, in rare instances, in effect be conducting the operations of the portfolio company. Our goal is to assist each company in establishing its own independent capitalization, management, and Board of Directors. As a venture capital-backed company emerges from the developmental stage with greater management depth and experience, we expect that our role in the portfolio company’s operations will diminish.

#### **EQUITY, EQUITY-RELATED SECURITIES AND DEBT WITH EQUITY FEATURES**

We may invest in equity, equity-related securities, and debt with equity features. These securities include common stock, preferred stock, debt instruments convertible into common or preferred stock, limited partnership interests, other beneficial ownership interests and warrants, options, or other rights to acquire any of the foregoing.

We may make investments in companies with operating histories that are unprofitable or marginally profitable, that have negative net worth, or that are involved in bankruptcy or reorganization proceedings. These investments would involve businesses that management believes have potential through the infusion of additional capital and management assistance. In addition, we may make investments in connection with the acquisition or divestiture of companies or divisions of companies. There is a significantly greater risk of loss with these types of securities than is the case with traditional investment securities.

Warrants, options, and convertible or exchangeable securities generally give the investor the right to acquire specified equity securities of an issuer at a specified price during a specified period or on a specified date. Warrants and options fluctuate in value in relation to the value of the underlying security and the remaining life of the warrant or option, while convertible or exchangeable securities fluctuate in value both in relation to the intrinsic value of the security without the conversion or exchange feature and in relation to the value of the conversion or exchange feature, which is like a warrant or an option. When we invest in these securities, we incur the risk that the option feature will expire worthless, thereby either eliminating or diminishing the value of our investment.

Most of our current portfolio company investments are in the equity securities of private companies. Investments in equity securities of private companies often involve securities that are restricted as to sale and cannot be sold in the open market without registration under the Securities Act of 1933 or pursuant to a specific exemption from these registrations. Opportunities for sale are more limited than in the case of marketable securities, although these investments may be purchased at more advantageous prices and may offer attractive investment opportunities. Even if one of our portfolio companies completes an IPO, we are typically subject to a lock-up agreement for 180 days, and the stock price may decline substantially before we are free to sell.

We may also invest in publicly traded securities of whatever nature, including relatively small, emerging growth companies that management believes have long-term growth potential. These investments may be through open-market transactions or through private placements in publicly traded companies (“PIPEs”). Securities purchased in PIPE transactions are typically subject to a lock-up agreement for 180 days, or are issued as unregistered securities that are not freely available for six months.

Even if we have registration rights to make our investments in privately held and publicly traded companies more marketable, a considerable amount of time may elapse between a decision to sell or register the securities for sale and the time when we are able to sell the securities. The prices obtainable upon sale may be adversely affected by market conditions or negative conditions affecting the issuer during the intervening time. We may elect to hold formerly restricted securities after they have become freely marketable, either because they remain relatively illiquid or because we believe that they may appreciate in value, during which holding period they may decline in value and be especially volatile as unseasoned securities. If we need funds for investment or working capital purposes, we might need to sell marketable securities at disadvantageous times or prices.

## **DEBT OBLIGATIONS**

We may hold debt securities, including in privately held and thinly traded public companies, for income and as a reserve pending more speculative investments. Debt obligations may include U.S. government and agency securities, commercial paper, bankers' acceptances, receivables or other asset-based financing, notes, bonds, debentures, or other debt obligations of any nature and repurchase agreements related to these securities. These obligations may have varying terms with respect to security or credit support; subordination; purchase price; interest payments; and maturity from private, public, or governmental issuers of any type located anywhere in the world. We may invest in debt obligations of companies with operating histories that are unprofitable or marginally profitable, that have negative net worth or are involved in bankruptcy or reorganization proceedings, or that are start-up or development-stage entities. In addition, we may participate in the acquisition or divestiture of companies or divisions of companies through issuance or receipt of debt obligations. As of December 31, 2012, the debt obligations held in our portfolio consisted of convertible bridge notes and a term note. The convertible bridge notes generally do not generate cash payments to us, nor are they held for that purpose. Our convertible bridge notes and the interest accrued thereon are held for the purpose of potential conversion into equity at a future date. The term note we hold is income generating.

Our investments in debt obligations may be of varying quality, including non-rated, unsecured, highly speculative debt investments with limited marketability. Investments in lower-rated and non-rated securities, commonly referred to as "junk bonds," including our venture debt investments, are subject to special risks, including a greater risk of loss of principal and non-payment of interest. Generally, lower-rated securities offer a higher return potential than higher-rated securities, but involve greater volatility of price and greater risk of loss of income and principal, including the possibility of default or bankruptcy of the issuers of these securities. Lower-rated securities and comparable non-rated securities will likely have large uncertainties or major risk exposure to adverse conditions and are predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. The occurrence of adverse conditions and uncertainties to issuers of lower-rated securities would likely reduce the value of lower-rated securities held by us, with a commensurate effect on the value of our shares.

The markets in which lower-rated securities or comparable non-rated securities are traded generally are more limited than those in which higher-rated securities are traded. The existence of limited markets for these securities may restrict our ability to obtain accurate market quotations for the purposes of valuing lower-rated or non-rated securities and calculating net asset value or to sell securities at their fair value. Any economic downturn could adversely affect the ability of issuers' lower-rated securities to repay principal and pay interest thereon. The market values of lower-rated and non-rated securities also tend to be more sensitive to individual corporate developments and changes in economic conditions than higher-rated securities. In addition, lower-rated securities and comparable non-rated securities generally present a higher degree of credit risk. Issuers of lower-rated securities and comparable non-rated securities are often highly leveraged and may not have more traditional methods of financing available to them, so that their ability to service their debt obligations during an economic downturn or during sustained periods of rising interest rates may be impaired. The risk of loss owing to default by these issuers is significantly greater because lower-rated securities and comparable non-rated securities generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness. We may incur additional expenses to the extent that we are required to seek recovery upon a default in the payment of principal or interest on our portfolio holdings.

The market value of investments in debt securities that carry no equity participation usually reflects yields generally available on securities of similar quality and type at the time purchased. When interest rates decline, the market value of a debt portfolio already invested at higher yields can be expected to rise if the securities are protected against early call. Similarly, when interest rates increase, the market value of a debt portfolio already invested at lower yields can be expected to decline. Deterioration in credit quality also generally causes a decline in market value of the security, while an improvement in credit quality generally leads to increased value.

## **FOREIGN SECURITIES**

We may make investments in securities of issuers whose principal operations are conducted outside the United States, and whose earnings and securities are stated in foreign currency. In order to maintain our status as a BDC, our investments in non-qualifying assets, including the securities of companies organized outside the U.S., would be limited to 30 percent of our assets, because we must invest at least 70 percent of our assets in "qualifying assets," and securities of foreign companies are not "qualifying assets."

Compared to otherwise comparable investments in securities of U.S. issuers, currency exchange risk of securities of foreign issuers is a significant variable. The value of these investments to us will vary with the relation of the currency in which they are denominated to the U.S. dollar, as well as with intrinsic elements of value such as credit risk, interest rates, and performance of the issuer. Investments in foreign securities also involve risks relating to economic and political developments, including nation-

alization, expropriation of assets, currency exchange freezes, and local recession. Securities of many foreign issuers are less liquid and more volatile than those of comparable U.S. issuers. Interest and dividend income and capital gains on our foreign securities may be subject to withholding and other taxes that may not be recoverable by us. We may seek to hedge all or part of the currency risk of our investments in foreign securities through the use of futures, options, and forward currency purchases or sales.

## **INTELLECTUAL PROPERTY**

We believe there is a role for organizations that can assist in technology transfer. Scientists and institutions that develop and patent intellectual property perceive the need for and rewards of entrepreneurial commercialization of their inventions. Our form of investment may be:

- Funding research and development in the development of a technology,
- Obtaining licensing rights to intellectual property or patents,
- Acquiring intellectual property or patents, or
- Forming and funding companies or joint ventures to commercialize further intellectual property.

Income from our investments in intellectual property or its development may take the form of participation in licensing or royalty income, fee income, or some other form of remuneration. In order to satisfy RIC requirements, these investments will normally be held in an entity taxable as a corporation. Investment in developmental intellectual property rights involves a high degree of risk that can result in the loss of our entire investment as well as additional risks, including uncertainties as to the valuation of an investment and potential difficulty in liquidating an investment. Further, investments in intellectual property generally require investor patience, as investment return may be realized only after or over a long period. At some point during the commercialization of a technology, our investment may be transformed into ownership of securities of a development-stage or start-up company, as discussed under “Venture Capital Investments” above.

## **REPURCHASE OF SHARES**

Our shareholders do not have the right to compel us to redeem our shares. We may, however, purchase outstanding shares of our common stock from time to time, subject to approval of our Board of Directors and in compliance with applicable corporate and securities laws. The Board of Directors may authorize purchases from time to time when they are deemed to be in the best interests of our shareholders, but could do so only after notification to shareholders. The Board of Directors may or may not decide to undertake any purchases of our common stock.

Our repurchases of our common shares would decrease our total assets and would therefore likely have the effect of increasing our expense ratio. Subject to our investment restrictions, we may borrow money to finance the repurchase of our common stock in the open market pursuant to any tender offer. Interest on any borrowings to finance share repurchase transactions would reduce our net assets. If, because of market fluctuations or other reasons, the value of our assets falls below the required 1940 Act coverage requirements, we may have to reduce our borrowed debt to the extent necessary to comply with the requirement. To achieve a reduction, it is possible that we may be required to sell portfolio securities at inopportune times when it may be disadvantageous to do so.

## **PORTFOLIO COMPANY TURNOVER**

Changes with respect to portfolio companies will be made as our management considers necessary in seeking to achieve our investment objective. The rate of portfolio turnover will not be treated as a limiting or relevant factor when circumstances exist that are considered by management to make portfolio changes advisable.

Although we expect that many of our investments will be relatively long term in nature, we may make changes in particular portfolio holdings whenever it is considered that an investment no longer has substantial growth potential or has reached its anticipated level of performance, or (especially when cash is not otherwise available) that another investment appears to have a relatively greater opportunity for capital appreciation. We may also make general portfolio changes to increase our cash to position us in a defensive posture. We may make portfolio changes without regard to the length of time we have held an invest-

ment, or whether a sale results in profit or loss, or whether a purchase results in the reacquisition of an investment that we may have only recently sold. Our investments in privately held companies are illiquid, which limits portfolio turnover. The portfolio turnover rate may vary greatly during a year as well as from year to year and may also be affected by cash requirements.

## COMPETITION

We compete for investments with a number of business development companies and other investment funds (including private equity funds and venture capital funds), reverse merger and special purpose acquisition company (“SPACs”) sponsors, investment bankers that underwrite initial public offerings, hedge funds that invest in private investments in public equities (PIPEs), traditional financial services companies such as commercial banks, and other sources of financing. Many of these entities have greater financial and managerial resources than we do. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act will impose on us as a business development company. We believe we compete with these entities primarily on the basis of our willingness to make smaller, non-controlling investments, the experience and contacts of our investment professionals within our targeted industries, our responsive and efficient investment analysis and decision-making processes, and the investment terms that we offer. We do not seek to compete primarily on the deal terms we offer to potential portfolio companies. We use the industry information available to FCM to assess investment risks and determine appropriate pricing for our investments in portfolio companies. In addition, we believe that the relationships of Kevin Landis (FCM’s President and Chief Investment Officer), and the other senior investment professionals FCM retains, enable us to learn about, and compete effectively for, financing opportunities with attractive companies in the industries in which we seek to invest. For additional information concerning the competitive risks we face, see “Risk Factors—Risks relating to our business and structure—We operate in a highly competitive market for investment opportunities.”

## REGULATION

The Small Business Investment Incentive Act of 1980 added the provisions of the 1940 Act applicable only to BDCs. BDCs are a special type of investment company. After a company files its election to be treated as a BDC, it may not withdraw its election without first obtaining the approval of holders of a majority of its outstanding voting securities. The following is a brief description of the 1940 Act provisions applicable to BDCs, qualified in its entirety by reference to the full text of the 1940 Act and the rules issued thereunder by the Securities and Exchange Commission (“SEC”).

Generally, to be eligible to elect BDC status, a company must primarily engage in the business of furnishing capital and making significant managerial assistance available to companies that do not have ready access to capital through conventional financial channels. Such companies that satisfy certain additional criteria described below are termed “eligible portfolio companies.” In general, in order to qualify as a BDC, a company must: (i) be a domestic company; (ii) have registered a class of its securities pursuant to Section 12 of the Securities Exchange Act of 1934 (the “Exchange Act”); (iii) operate for the purpose of investing in the securities of certain types of portfolio companies, including early-stage or emerging companies and businesses suffering or just recovering from financial distress (see following paragraph); (iv) make available significant managerial assistance to such portfolio companies; and (v) file a proper notice of election with the SEC.

An eligible portfolio company generally is a domestic company that is not an investment company or a company excluded from investment company status pursuant to exclusions for certain types of financial companies (such as brokerage firms, banks, insurance companies, and investment banking firms) and that: (i) has a fully diluted market capitalization of less than \$250 million and has a class of equity securities listed on a national securities exchange, (ii) does not have a class of securities listed on a national securities exchange, or (iii) is controlled by the BDC by itself or together with others (control under the 1940 Act is presumed to exist where a person owns at least 25 percent of the outstanding voting securities of the portfolio company) and the BDC has a representative on the Board of Directors of such company.

We may be examined periodically by the SEC for compliance with the 1940 Act.

As with other companies regulated by the 1940 Act, a BDC must adhere to certain substantive regulatory requirements. A majority of our directors must be persons who are not interested persons, as that term is defined in the 1940 Act. Additionally, we are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect the BDC. Further-

more, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our shareholders arising from willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of such person's office.

The 1940 Act provides that we may not make an investment in non-qualifying assets unless at the time at least 70 percent of the value of our total assets (measured as of the date of our most recently filed financial statements) consists of qualifying assets. Qualifying assets include: (i) securities of eligible portfolio companies; (ii) securities of certain companies that were eligible portfolio companies at the time we initially acquired their securities and in which we retain a substantial interest; (iii) securities of certain controlled companies; (iv) securities of certain bankrupt, insolvent, or distressed companies; (v) securities received in exchange for or distributed in or with respect to any of the foregoing; and (vi) cash items, U.S. government securities, and high quality short-term debt. The SEC has adopted a rule permitting a BDC to invest its cash in certain money market funds. The 1940 Act also places restrictions on the nature of the transactions in which, and the persons from whom, securities can be purchased in some instances in order for the securities to be considered qualifying assets.

We are permitted by the 1940 Act, under specified conditions, to issue multiple classes of debt and a single class of preferred stock if our asset coverage, as defined in the 1940 Act, is at least 200 percent after the issuance of the debt or the preferred stock (*i.e.*, such senior securities may not be in excess of our net assets). Under specific conditions, we are also permitted by the 1940 Act to issue warrants.

Except under certain conditions, we may sell our securities at a price that is below the prevailing net asset value per share only during the 12-month period after (i) a majority of our directors and our disinterested directors have determined that such sale would be in the best interest of us and our stockholders, and (ii) the holders of a majority of our outstanding voting securities and the holders of a majority of our voting securities held by persons who are not affiliated persons of ours approve our ability to make such issuances. A majority of the disinterested directors must determine in good faith that the price of the securities being sold is not less than a price that closely approximates the market value of the securities, less any distribution discount or commission.

Certain transactions involving certain closely related persons of the Company, including its directors, officers, and employees, may require the prior approval of the SEC. However, the 1940 Act ordinarily does not restrict transactions between us and our portfolio companies.

## SUBCHAPTER M STATUS

We elected to be treated as a RIC, taxable under Subchapter M of the Internal Revenue Code of 1986 (the "Code"), for federal income tax purposes. In general, a RIC is not taxable on its income or gains to the extent it distributes such income or gains to its shareholders. In order to qualify as a RIC, we must, in general, (1) annually derive at least 90 percent of our gross income from dividends, interest, and gains from the sale of securities and similar sources (the "Income Source Rule"); (2) quarterly meet certain investment asset diversification requirements; and (3) annually distribute at least 90 percent of our investment company taxable income as a dividend (the "Income Distribution Rule"). Any taxable investment company income not distributed will be subject to corporate level tax. Any taxable investment company income distributed generally will be taxable to shareholders as dividend income.

Although we may retain income and gains subject to the limitations described above (including paying corporate level tax on such amounts), we could be subject to an additional four percent excise tax if we fail to distribute 98 percent of our aggregate annual taxable income.

As noted above, in order to qualify as a RIC, we must meet certain investment asset diversification requirements each quarter. Because of the specialized nature of our investment portfolio, in some years we have been able to satisfy the diversification requirements under Subchapter M of the Code primarily as a result of receiving certifications from the SEC under the Code with respect to each taxable year beginning after 1998 that we were "principally engaged in the furnishing of capital to other corporations which are principally engaged in the development or exploitation of inventions, technological improvements, new processes, or products not previously generally available" for such year.

Although we generally intend to qualify as a RIC for each taxable year, under certain circumstances we may choose to take action with respect to one or more taxable years to ensure that we would be taxed under Subchapter C of the Code (rather than Subchapter M) for such year or years. We will choose to take such action only if we determine that the result of the action will benefit us and our shareholders.

## INVESTMENT OPPORTUNITY

SVVC invests primarily in equity securities of private technology companies in the United States. We believe that the growth potential exhibited by private technology companies, including cleantech companies, creates an attractive investment environment for SVVC.

The last decade has been marked by dramatic changes in the initial public offering (“IPO”) market. Since the dot-com bubble burst in 2000, emerging technology companies have often chosen to stay private longer. The combination of volatile equity markets, increased regulatory requirements (such as the Sarbanes-Oxley Act of 2002), and a lack of investment research coverage has made it less attractive for companies to access the public markets through an IPO. We believe the result is an environment with more opportunities to invest in relatively mature private companies, either directly via primary investments or by purchasing shares in the growing secondary market.

At the same time we believe there are a number of powerful trends creating opportunities for innovative companies and investors alike. The dramatic growth of social networking, cloud computing, and powerful, connected mobile computing devices has enabled new ways of communicating, doing business, and accessing information anytime, anywhere. The Company was established to benefit from convergence of exciting technologies and the growth of private investment opportunities.

## COMPETITIVE ADVANTAGES

We believe that we have the following competitive advantages over other capital providers in technology and cleantech companies:

### **MANAGEMENT EXPERTISE**

Kevin Landis, our Chief Executive Officer and Chief Financial Officer, has principal management responsibility for Firsthand Capital Management, Inc. as its owner, President and Chief Investment Officer. Mr. Landis has approximately 19 years of experience in technology sector investing, and he intends to dedicate a substantial portion of his time to managing Firsthand Technology Value Fund, Inc. and Firsthand Capital Management, Inc. Kevin Landis controls FCM and is a trustee of Firsthand Funds and a director of SVVC.

### **DISCIPLINED INVESTMENT APPROACH**

The Investment Adviser employs a disciplined approach in selecting investments. The Investment Adviser’s investment philosophy focuses on ensuring that our investments have an appropriate return profile relative to risk. When market conditions make it difficult for us to invest according to our criteria, the Investment Adviser intends to be highly selective in deploying our capital. We believe this approach enables us to build an attractive investment portfolio that meets our return and value criteria over the long term.

We believe it is critical to conduct extensive due diligence on investment targets. In evaluating new investments we, through the Investment Adviser, conduct a rigorous due diligence process that draws from the Investment Adviser’s investment experience, industry expertise, and network of contacts.

### **FOCUSING ON INVESTMENTS THAT CAN GENERATE POSITIVE RISK-ADJUSTED RETURNS**

The Investment Adviser seeks to maximize the potential for capital appreciation. In making investment decisions the Investment Adviser seeks to pursue and invest in companies that meet several of the following criteria:

- outstanding technology,
- barriers to entry (*i.e.*, patents and other intellectual property rights),
- experienced management team,
- established financial sponsors that have a history of creating value with portfolio companies,
- strong and competitive industry position, and
- viable exit strategy.

Assuming a potential investment meets most or all of our investment criteria, the Investment Adviser intends to be flexible in adopting transaction structures that address the needs of prospective portfolio companies and their owners. Our investment philosophy is focused on internal rates of return over the life of an investment. Given our investment criteria and due diligence process, we structure our investments so they correlate closely with the success of our portfolio companies.

#### **ABILITY TO SOURCE AND EVALUATE TRANSACTIONS THROUGH THE INVESTMENT ADVISER’S RESEARCH CAPABILITY AND ESTABLISHED NETWORK**

FCM’s investment management team has overseen investments in dozens of private companies across various industries while employed by FCM and its affiliates since 1994. We believe the expertise of the Investment Adviser’s management team enables FCM to identify, assess, and structure investments successfully across all levels of a company’s capital structure and to manage potential risk and return at all stages of the economic cycle.

We seek to identify potential investments both through active origination and through dialogue with numerous management teams, members of the financial community, and corporate partners with whom Mr. Landis has long-standing relationships. We believe that the team’s broad network of contacts within the investment, commercial banking, private equity and investment management communities in combination with their strong reputation in investment management, enables us to attract well-positioned prospective portfolio companies.

#### **LONGER INVESTMENT HORIZON WITH ATTRACTIVE PUBLICLY TRADED MODEL**

Unlike private equity and venture capital funds, we are not subject to standard periodic capital return requirements. Such requirements typically stipulate that funds raised by a private equity or venture capital fund, together with any capital gains on such invested funds, must be returned to investors after a pre-agreed time period. These provisions often force private equity and venture capital funds to seek returns on their investments through mergers, public equity offerings, or other liquidity events more quickly than they otherwise might, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio companies. While we are required to distribute substantially all realized gains, we believe that with our dividend reinvestment plan and our flexibility to make investments with a long-term view and without the capital return requirements of traditional private investment vehicles provide us with the opportunity to generate returns on invested capital and at the same time enable us to be a better long-term partner for our portfolio companies.

## INVESTMENTS

FCM seeks to create a diversified portfolio of equity securities by investing approximately \$1 million to \$10 million of capital, on average, in the securities of micro-cap public and private companies.

Our portfolio consists primarily of equity securities of private companies and cash and we expect that our portfolio will continue to consist primarily of, equity positions in private companies and cash. These investments include holdings in several private technology and cleantech companies. Moreover, we may acquire investments in the secondary market and, in analyzing such investments, we will employ the same analytical process as we use for our primary investments. For description of our current investments, see “Portfolio Companies.”

We generally seek to invest in companies from the broad variety of industries in which the Investment Adviser has expertise. The following is a representative list of the industries in which we may elect to invest.

- Computer Hardware
- Computer Software
- Social Networking



- Computer Peripherals
- Solar Photovoltaics
- Energy Efficiency
- Solid-state Lighting
- Water Purification
- Wind-Generated Electricity
- Fuel Cells
- Biofuels
- Electronic Components
- Semiconductors
- Telecommunications
- Advanced Materials

We may invest in other industries if we are presented with attractive opportunities.

We may on a limited basis purchase or sell options on indexes or securities. We may engage in these transactions to manage risks or otherwise protect the value of the portfolio, and to use these strategies to a limited extent on an opportunistic basis.

## INVESTMENT SELECTION

The Investment Adviser seeks to maximize the potential for capital appreciation.

### **PROSPECTIVE PORTFOLIO COMPANY CHARACTERISTICS**

We have identified several criteria that we believe are important in identifying and investing in prospective portfolio companies. These criteria provide general guidelines for our investment decisions; however, we caution you that no single portfolio company (or prospective portfolio company) will meet all of these criteria. Generally, we use our experience and access to market information generated to identify investment candidates and to structure investments quickly and effectively.

#### Outstanding Technology

Our investment philosophy places a premium on identifying companies that have developed disruptive technologies, that is, technologies with the potential to dramatically alter the economics or performance of a particular type of product or service.

#### Barriers to Entry

We believe having defensible barriers to entry, in the form of patents or other intellectual property rights, is critically important in technology industries, in which change happens very rapidly. We seek out companies that have secured protection of key technologies through patents, trademarks, or other means.

#### Experienced management and established financial sponsor relationship

We generally require that our portfolio companies have an experienced management team. We also require the portfolio companies to have in place proper incentives to induce management to succeed and to act in concert with our interests as investors, including having significant equity interests. In addition, we focus our investments in companies backed by strong financial sponsors that have a history of creating value and with whom members of our investment adviser have an established relationship.

#### Strong and defensible competitive market position in industry

We seek to invest in target companies that have developed leading market positions within their respective markets and are well positioned to capitalize on growth opportunities. We seek companies that demonstrate significant competitive advantages versus their competitors, which should help to protect their market position and profitability.

#### Viable exit strategy

We seek to invest in companies that we believe will provide a steady stream of cash flow to reinvest in their respective businesses. In addition, we also seek to invest in companies whose business models and expected future cash flows offer attractive exit possibilities. These companies include candidates for strategic acquisition by other industry participants and companies that

may repay our investments through an initial public offering of common stock or another capital market transaction. In today's market environment, we believe that a strategic sale is more likely than an IPO for many of our portfolio companies, although IPOs cannot be ruled out. We believe that an acquisition by a strategic buyer is possible at any time for any of our companies.

## **DUE DILIGENCE**

We believe it is critical to conduct extensive due diligence on investment targets. In evaluating new investments, we, through the Investment Adviser, conduct a rigorous due diligence process that draws from the Investment Adviser's investment experience, industry expertise, and network of contacts. The Investment Adviser conducts extensive due diligence investigations in their investment activities. In conducting due diligence, the Investment Adviser uses publicly available information as well as information from its relationships with former and current management teams, consultants, competitors, and investment bankers.

Our due diligence typically includes:

- review of historical and prospective financial information;
- review of technology, product, and business plan;
- on-site visits;
- interviews with management, employees, customers, and vendors of the potential portfolio company;
- background checks; and
- research relating to the company's management, industry, markets, products and services, and competitors.

Upon the completion of due diligence, the Investment Adviser's investment committee determines whether to pursue the potential investment. Additional due diligence with respect to any investment may be conducted on our behalf by attorneys and accountants prior to the closing of the investment, as well as other outside consultants, experts, and/or advisers, as appropriate. To the extent unaffiliated, third-party consultants, experts, and/or advisers are used, we will be responsible for those expenses.

## **INVESTMENT STRUCTURE**

Once we have determined that a prospective portfolio company is suitable for investment, we work with the management of that company and its other capital providers to structure an investment. We negotiate among these parties to agree on how our investment is expected to perform relative to the other capital in the portfolio company's capital structure.

## **MANAGERIAL ASSISTANCE**

As a business development company, we offer, and must provide upon request, managerial assistance to certain of our portfolio companies. This assistance could involve, among other things, monitoring the operations of our portfolio companies, participating in board and management meetings, consulting with and advising officers of portfolio companies, and providing other organizational and financial guidance. We may receive fees for these services. FCM will provide such managerial assistance on our behalf to portfolio companies that request this assistance. For a description of relationships between us and our portfolio companies, please see "Portfolio Companies."

## **ONGOING RELATIONSHIPS WITH PORTFOLIO COMPANIES**

### **Monitoring**

FCM monitors our portfolio companies on an ongoing basis. Specifically, FCM monitors the financial trends of each portfolio company to determine if they are meeting their respective business plans and to assess the appropriate course of action for each company.

FCM has several methods of evaluating and monitoring the performance and fair value of our investments, which may include the following:

- Assessment of success in adhering to portfolio company's technology development, business plan and compliance with covenants;
- Periodic and regular contact with portfolio company management and, if appropriate, the financial or strategic sponsor, to discuss financial position, requirements, and accomplishments;

- Comparisons to other portfolio companies in the industry, if any;
- Attendance at and participation in board meetings; and
- Review of monthly and quarterly financial statements and financial projections for portfolio companies.

### Valuation Process

The following is a description of the steps we take each quarter to determine the value of our portfolio. Investments for which market quotations are readily available are recorded in our financial statements at such market quotations. With respect to investments for which market quotations are not readily available, our board of directors undertakes a multi-step valuation process each quarter, as described below under “Determination of Net Asset Value.”

We expect that all of our portfolio investments will be recorded at fair value as determined under the valuation process discussed above. As a result, there will be uncertainty with respect to the value of our portfolio investments.

## INVESTMENT MANAGEMENT AGREEMENT

### **MANAGEMENT SERVICES**

FCM has entered into an Investment Management Agreement (the “Investment Management Agreement”) with us whereby FCM provides investment management services. Subject to the overall supervision of our board of directors, the Investment Adviser manages the day-to-day operations of, provide investment management services to, and serves as portfolio manager for us. Mr. Landis, FCM’s President and Chief Investment Officer, has been primarily responsible for our portfolio management since our inception. Under the terms of the Investment Management Agreement, FCM will:

- determine the composition of our portfolio, the nature and timing of the changes to our portfolio, and the manner of implementing such changes;
- identify, evaluate and negotiate the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and
- close and monitor the investments we make.

FCM’s services under the Investment Management Agreement are not exclusive, and it is free to furnish similar services to other entities so long as its services to us are not impaired. FCM currently serves as investment manager to Firsthand Funds, a family of open-end mutual funds.

### **INVESTMENT MANAGEMENT FEE**

Pursuant to the Investment Management Agreement, we pay FCM a fee for investment management services consisting of two components—a base management fee and an incentive fee.

The base management fee will be calculated at an annual rate of 2.00% of our gross assets. For services rendered under the Investment Management Agreement, the base management fee will be payable quarterly in arrears. The base management fee will be calculated based on the average of (1) the value of our gross assets at the end of the current calendar quarter and (2) the value of our gross assets at the end of the preceding calendar quarter; and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial month or quarter will be pro-rated. The incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Management Agreement, as of the termination date), and equals 20% of our realized capital gains, if any, on a cumulative basis from inception through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid incentive fees.

Mathematically, the formula for computing the annual incentive fee can be written as:

$$\text{Incentive fee} = 20\% \times \left( \text{Cumulative realized gains} - \text{Cumulative realized losses} - \text{Unrealized depreciation} \right) - \text{Previously paid incentive fees}$$

For the purposes of calculating realized capital gains, the cost basis of each security acquired in the Reorganization shall be equal to the greater of the original purchase price of that security by Firsthand Funds or the fair market value of the security at the time of the Reorganization.

#### **EXAMPLE INCENTIVE FEE CALCULATION**

#### **EXAMPLE: INCENTIVE FEE ON CAPITAL GAINS:**

##### Assumptions

Year 1 = no net realized capital gains or losses

Year 2 = \$50,000 realized capital gains and \$20,000 realized capital losses and unrealized capital depreciation. Capital gain incentive fee = 20% x (realized capital gains for year computed net of all realized capital losses and unrealized capital depreciation at year end)

##### Calculation of Incentive Fee

Year 1 incentive fee	= 20% x (0)
	= 0
	= no incentive fee
Year 2 incentive fee	= 20% x (\$50,000 - \$20,000)
	= 20% x \$30,000
	= \$6,000

#### **AVAILABLE INFORMATION**

Additional information about us, including quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are available free of charge on our website at [www.firsthandtvf.com](http://www.firsthandtvf.com). Information on our website is not part of this Annual Report on Form 10-K.

#### **EMPLOYEES**

We do not currently have any direct employees. Mr. Landis, our chief executive officer and chief financial officer, is the majority owner and chief investment officer of the Investment Adviser. The Investment Adviser currently employs a staff of 12, including investment, legal, and administrative professionals.

## **Item 1A. Risk Factors**

Investing in Firsthand Technology Value Fund involves a number of significant risks relating to our business and investment objective. As a result, there can be no assurance that we will achieve our investment objective.

### **RISKS RELATING TO OUR BUSINESS AND STRUCTURE**

#### **WE HAVE A LIMITED OPERATING HISTORY.**

We were incorporated in April 2010 and commenced operations on April 15, 2011. We are subject to all of the business risks and uncertainties associated with any business, including the risk that we will not achieve our investment objective and that the value of your investment could decline substantially. The net assets of SVVC, as of December 31, 2012 were approximately \$196 million.

#### **WE ARE DEPENDENT UPON FCM'S KEY PERSONNEL FOR OUR FUTURE SUCCESS.**

If the Investment Adviser is unable to hire and retain qualified personnel, or if it loses any key member of its management team, our ability to achieve our investment objective could be significantly impaired.

We depend on the diligence, skill, and access to the network of business contacts of the management of FCM, including Mr. Landis, the owner, president and chief executive officer of FCM. We also depend, to a significant extent, on FCM's access to the investment information and deal flow generated by Mr. Landis and any other investment professionals of FCM. Mr. Landis and other management personnel of FCM evaluate, negotiate, structure, close, and monitor our investments. Our future success depends on the continued service of Mr. Landis and other management personnel of FCM. The resignation of FCM, or the departure of Mr. Landis or any other key managers hired by FCM could have a material adverse effect on our ability to achieve our investment objective. In addition, we can offer no assurance that FCM will remain the Investment Adviser.

**THE INVESTMENT ADVISER AND ITS MANAGEMENT HAS LIMITED EXPERIENCE MANAGING A BUSINESS DEVELOPMENT COMPANY.**

The 1940 Act imposes numerous constraints on the operations of business development companies. For example, business development companies are required to invest at least 70% of their total assets primarily in securities of private or micro-cap U.S. public companies, cash, cash equivalents, U.S. government securities, and other high quality debt investments that mature in one year or less. These constraints may hinder the Investment Adviser's ability to take advantage of attractive investment opportunities and to achieve our investment objective. Under the 1940 Act, our ability to own publicly-traded securities with market capitalizations in excess of \$250 million is limited. While Mr. Landis has approximately 19 years of experience managing technology stock mutual funds investments and 14 years of experience managing private equity investments, Mr. Landis and FCM have only managed a business development company since April 2011, when they began managing SVVC. The investment philosophy and techniques used by Mr. Landis and FCM may differ from those of other funds. Accordingly, we can offer no assurance that SVVC will replicate the historical performance of other investment companies with which Mr. Landis has been affiliated, and we caution you that our investment returns could be substantially lower than the returns achieved by such other companies.

**THE INVESTMENT ADVISER AND ITS MANAGEMENT MANAGE OTHER FUNDS.**

In addition to managing SVVC, FCM is also the investment adviser to two open-end mutual funds in the Firsthand Funds family: Firsthand Technology Opportunities Fund and Firsthand Alternative Energy Fund. Mr. Landis, who has primary responsibility for SVVC, also serves as portfolio manager of Firsthand Alternative Energy Fund and Firsthand Technology Opportunities Fund. This may reduce the time FCM and its investment management team have to devote to the affairs of SVVC. The other funds managed by FCM have stated investment objectives which differ from our own. Accordingly, there may be times when the interests of FCM's management team differ from our interests.

**THE INVESTMENT ADVISER MAY NOT BE ABLE TO ACHIEVE THE SAME OR SIMILAR RETURNS TO THOSE ACHIEVED BY ITS INVESTMENT PROFESSIONALS WHILE THEY WERE EMPLOYED AT PRIOR JOBS.**

Although Mr. Landis has been a portfolio manager of a number of open-end mutual funds in the Firsthand Funds family, Mr. Landis's track record and achievements are not necessarily indicative of future results that will be achieved by FCM on our behalf. FCM and its investment professionals' skills and expertise may not be as well suited to our objectives, strategies and requirements as they are for certain other funds. FCM and many of its investment professionals are relatively inexperienced in managing closed end funds and our investment objectives, policies and regulatory limitations differ substantially from the other funds FCM and its investment professionals have managed. Similarly, while the research and operational professionals that support Mr. Landis in his management of Firsthand Funds are substantially the same individuals that will be supporting us, there is no assurance that they will be able to provide the same level of services to us as they did (or currently do) for Firsthand Funds.

**OUR FINANCIAL CONDITION AND RESULTS OF OPERATION WILL DEPEND ON OUR ABILITY TO MANAGE FUTURE GROWTH EFFECTIVELY.**

Our ability to achieve our investment objective will depend on our ability to grow, which will depend, in turn, on FCM's ability to identify, invest in, and monitor companies that meet our investment criteria.

Accomplishing this result on a cost-effective basis will be largely a function of FCM's structuring of the investment process, its ability to provide competent, attentive, and efficient services to us and our access to financing on acceptable terms. The management team of FCM will have substantial responsibilities under the Investment Management Agreement. In addition, the employees of FCM may also be called upon to provide managerial assistance to our portfolio companies as the principals of our administrator. Such demands on their time may distract them or slow our rate of investment. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition, and results of operations.

**WE OPERATE IN A HIGHLY COMPETITIVE MARKET FOR INVESTMENT OPPORTUNITIES.**

A number of entities will compete with us to make the types of investments that we plan to make. We will compete with other

venture capital firms and venture capital funds, various public and private investment funds, including hedge funds, other business development companies, commercial and investment banks, commercial financing companies, and various technology and alternative energy companies' internal venture capital arms. Many of our potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a stronger network of contacts and better connections for deal flows or have access to funding sources that are not available to us. In addition, some of our competitors have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act will impose on us as a business development company. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

**REGULATIONS GOVERNING OUR OPERATION AS A BUSINESS DEVELOPMENT COMPANY WILL AFFECT OUR ABILITY TO, AND THE WAY IN WHICH WE, RAISE ADDITIONAL CAPITAL.**

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock at a price below the current net asset value of the common stock, or sell warrants, options, or rights to acquire such common stock, at a price below the current net asset value of the common stock if our board of directors determines that such sale is in the best interests SVVC, and our stockholders approve SVVC's policy and practice of making such sales. Our stockholders have not approved a policy or practice of selling our common stock below our net asset value per share. However, our board of directors may ask our stockholders to vote on such a policy and practice at upcoming stockholders meetings. In any such case, the price at which our securities are to be issued and sold may not be less than a price which, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount).

**WE INTEND TO ELECT TO BE TREATED AS A REGULATED INVESTMENT COMPANY (RIC), AND WE WILL BE SUBJECT TO CORPORATE-LEVEL INCOME TAX IF WE ARE UNABLE TO QUALIFY AS A RIC.**

To qualify as a RIC under the Code and obtain RIC tax benefits, we must meet certain income source, asset diversification, and annual distribution requirements. The annual distribution requirement for a RIC is satisfied if we distribute at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to our stockholders on an annual basis. To qualify as a RIC, we must also meet certain asset diversification requirements at the end of each calendar quarter. Failure to meet these tests may result in our having to dispose of certain investments quickly in order to prevent the loss of RIC status. Any such dispositions could be made at disadvantageous prices and may result in losses. If we fail to qualify for RIC tax benefits for any reason and remain or become subject to corporate income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distribution, and the amount of our distributions. Such a failure would have a material adverse effect on us and our stockholders.

**ANY FAILURE ON OUR PART TO MAINTAIN OUR STATUS AS A BUSINESS DEVELOPMENT COMPANY WOULD REDUCE OUR OPERATING FLEXIBILITY.**

If we do not remain a business development company, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility and increase our cost of doing business. Furthermore, any failure to comply with the requirements imposed on business development companies by the 1940 Act could cause the SEC to bring an enforcement action against us or expose us to claims of private litigants.

**IF WE DO NOT INVEST A SUFFICIENT PORTION OF OUR ASSETS IN QUALIFYING ASSETS, WE COULD FAIL TO QUALIFY AS A BUSINESS DEVELOPMENT COMPANY OR BE PRECLUDED FROM INVESTING ACCORDING TO OUR CURRENT BUSINESS STRATEGY.**

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

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

terms. For example, we may have difficulty in finding a buyer and, even if we do find a buyer, we may have to sell the investments at a substantial loss.

**WE ARE A NON-DIVERSIFIED INVESTMENT COMPANY WITHIN THE MEANING OF THE 1940 ACT, AND THEREFORE WE ARE NOT LIMITED WITH RESPECT TO THE PROPORTION OF OUR ASSETS THAT MAY BE INVESTED IN SECURITIES OF A SINGLE ISSUER.**

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies.

**WE WILL NEED TO RAISE ADDITIONAL CAPITAL TO GROW.**

We will need additional capital to fund growth in our investments once we have fully invested the cash (and other liquid assets, if any) received, we may issue equity securities in order to obtain this additional capital. A reduction in the availability of new capital could limit our ability to grow or pursue business opportunities. We will be required to distribute at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to our stockholders to maintain our RIC status. As a result, if stockholders opt out of reinvesting those distributions back into SVVC, these earnings will not be available to fund new investments. If we fail to obtain additional capital to fund our investments, this could limit our ability to grow, which may have an adverse effect on the value of our securities.

**MANY OF OUR PORTFOLIO INVESTMENTS WILL BE RECORDED AT FAIR VALUE AS DETERMINED IN GOOD FAITH BY OUR BOARD OF DIRECTORS. AS A RESULT, THERE WILL BE UNCERTAINTY AS TO THE VALUE OF OUR PORTFOLIO INVESTMENTS.**

A large percentage of our portfolio investments will be in the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We will value these securities quarterly at fair value according to our written valuation procedures and as determined in good faith by our board of directors. Our board of directors may use the services of a nationally recognized independent valuation firm to aid it in determining the fair value of these securities. The methods for valuing these securities may include: fundamental analysis (sales, income, or earnings multiples, etc.), discounts from market prices of similar securities, purchase price of securities, subsequent private transactions in the security or related securities, or discounts applied to the nature and duration of restrictions on the disposition of the securities, as well as a combination of these and other factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time, and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

**THE LACK OF LIQUIDITY IN OUR INVESTMENTS MAY ADVERSELY AFFECT OUR BUSINESS.**

We primarily make investments in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

**WE MAY EXPERIENCE FLUCTUATIONS IN OUR QUARTERLY RESULTS.**

We could experience fluctuations in our quarterly operating results due to a number of factors, including the performance of the portfolio securities we hold; the level of our expenses; variations in, and the timing of the recognition of, realized and unrealized gains or losses; the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

**THERE ARE SIGNIFICANT POTENTIAL CONFLICTS OF INTEREST THAT COULD IMPACT OUR INVESTMENT RETURNS.**

Our executive officers and directors may serve as officers, directors or principals of entities that operate in the same or a related line of business as we do or of investment funds managed by affiliates of FCM that may be formed in the future. Accordingly, if this occurs, they may have obligations to investors in those entities, the fulfillment of which might not be in the best interests of us or our stockholders.

In the course of our investing activities, we will pay investment management and incentive fees to FCM, and will reimburse FCM for certain expenses it incurs. As a result, investors in our common stock will invest on a “gross” basis and receive distributions on a “net” basis after expenses, resulting in a lower rate of return than an investor might achieve through direct investments. Accordingly, there may be times when the management team of FCM has interests that differ from those of our stockholders, giving rise to a conflict.

Most members of the board of directors of the Company are also trustees of the Board of Trustees of Firsthand Funds. Of the four directors of the Company, Messrs. Landis, Burglin, and Yee all serve as both directors for the Company and trustees for Firsthand Funds. Mr. Lee is the only director of the Company who is not also a trustee of Firsthand Funds. The Company believes such a commonality of the board brings continuity of oversight and allows the board of the Company to maintain the institutional knowledge and experience of overseeing illiquid securities and their pricing methods.

**OUR INCENTIVE FEE MAY INDUCE FCM TO MAKE SPECULATIVE INVESTMENTS AND THESE FEES WILL, IN EFFECT, BE BORNE BY OUR COMMON STOCKHOLDERS.**

The incentive fee payable by us to FCM may create an incentive for FCM to make investments on our behalf that are risky or more speculative than would be the case in the absence of such compensation arrangement. The incentive fee payable to the Investment Adviser is calculated based on a percentage of our return on invested capital. This may encourage the Investment Adviser to invest in higher risk investments in the hope of securing higher returns.

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies, including private funds, as well as other special purpose vehicles set up by third parties for investment in a particular private company. To the extent we so invest, we will bear our ratable share of any such investment company’s expenses, including management and incentive fees. We will also remain obligated to pay investment advisory fees, consisting of a base management fee and incentive fees, to FCM with respect to the assets invested in the securities and instruments of other investment companies under the Investment Management Agreement (as defined under “Discussion of Expected Operating Plans—Contractual Obligations”). With respect to any such investments, each of our stockholders will bear his or her share of the investment advisory fees of FCM as well as indirectly bearing the investment advisory fees and other expenses of any investment companies in which we invest.

**CHANGES IN LAWS OR REGULATIONS GOVERNING OUR OPERATIONS MAY ADVERSELY AFFECT OUR BUSINESS.**

We and our portfolio companies will be subject to regulation by laws at the local, state, and federal levels. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations could materially and adversely affect our business.

**PROVISIONS OF THE MARYLAND GENERAL CORPORATION LAW AND OF OUR CHARTER AND BYLAWS COULD DETER TAKEOVER ATTEMPTS AND HAVE AN ADVERSE IMPACT ON THE PRICE OF OUR COMMON STOCK.**

The Maryland General Corporation Law, our charter, and our bylaws contain provisions that may discourage, delay or make more difficult a change in control of the Company or the removal of the Company’s directors. We are subject to the Maryland Business Combination Act, the application of which is subject to any requirements of the 1940 Act. Our board of directors has adopted a resolution exempting from the Maryland Business Combination Act any business combination between us and any other person, subject to prior approval of such business combination by our board, including approval by a majority of our disinterested directors. If the resolution exempting business combinations is repealed or our board does not approve a business combination, the Maryland Business Combination Act may discourage third parties from trying to acquire control of us and increase the difficulty of consummating such an offer. Our bylaws exempt from the Maryland Control Share Acquisition Act acquisitions of our common stock by any person. If we amend our bylaws to repeal the exemption from the Maryland Control Share Acquisition Act, the Maryland Control Share Acquisition Act also may make it more difficult for a third party to obtain control of us and increase the difficulty of consummating such an offer.

We have also adopted other measures that may make it difficult for a third party to obtain control of us, including provisions of our charter classifying our board of directors in three classes serving staggered three-year terms and until their successors are duly elected and qualify, and provisions of our charter authorizing our board of directors (all without stockholder approval) to classify or reclassify shares of our stock in one or more classes or series, to cause the issuance of additional shares of our stock, and to amend our charter to increase or decrease the number of shares of stock that we have authority to issue. These provisions, as well as other provisions of our charter and bylaws, may delay, defer, or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders.



**OUR BOARD OF DIRECTORS MAY CHANGE OUR INVESTMENT OBJECTIVE, OPERATING POLICIES, AND STRATEGIES WITHOUT PRIOR NOTICE OR STOCKHOLDER APPROVAL.**

Our board of directors has the authority to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval (except as required by the 1940 Act). However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a business development company. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results, and value of our stock. Nevertheless, the effects may adversely affect our business and impact our ability to make distributions.

**RISKS RELATED TO OUR INVESTMENTS**

**OUR INVESTMENTS IN PROSPECTIVE PORTFOLIO COMPANIES MAY BE RISKY, AND YOU COULD LOSE ALL OR PART OF YOUR INVESTMENT.**

Equity Investments. We make equity investments primarily in equity securities and equity derivatives (such as options, warrants, rights, etc.) of privately placed venture capital stage technology and alternative energy companies as well as publicly traded micro-cap companies (those with market capitalizations of less than \$250 million). Our goal is ultimately to dispose of these equity interests and realize gains upon our disposition of such interests. However, the equity interests we receive may not appreciate in value and, in fact, may decline in value or lose all value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

In addition, investing in privately placed technology and clean tech companies involves a number of significant risks, including that private companies generally have limited operating history and are not as well capitalized as public companies. In addition, private company valuations may fluctuate more dramatically than those of public companies and they frequently have less diverse product lines and smaller market presence than larger competitors. These factors could adversely affect our investment returns as compared to companies investing primarily in the securities of public companies.

**WE MAY INVEST IN MICRO-CAP PUBLIC COMPANIES AND COMPANIES WE MAY HOPE WILL HAVE SUCCESSFUL INITIAL PUBLIC OFFERINGS.**

Although micro-cap companies may have potential for rapid growth, they are subject to wider price fluctuations due to factors inherent in their size, such as lack of management experience and financial resources and limited trade volume and frequency. To make a large sale of securities of micro-cap companies that trade in limited volumes, SVVC may need to sell portfolio holdings at a discount or make a series of small sales over an extended period of time.

We have invested in, and we expect to continue to invest in, companies that we believe are likely to issue securities in initial public offerings (“IPOs”). Although there is a potential the pre-IPO securities that we buy may increase in value if the company does issue securities in an IPO, IPOs are risky and volatile and may cause the value of our securities to fall dramatically. Also, because securities of pre-IPO companies are generally not freely or publicly tradeable, we may not have access to purchase securities in these companies in the amounts or at the prices we desire. Securities issued by these privately-held companies have no trading history, and information about such companies may be available for very limited periods. The companies that we anticipate holding successful IPOs may not ever issue shares in an IPO and a liquid market for their securities may never develop, which may negatively affect the price at which we can sell any such securities and make it more difficult to sell such securities, which could also adversely affect our liquidity.

**DUE TO RECENT MARKET CONDITIONS WE CURRENTLY HOLD A LARGE PORTION OF OUR ASSETS IN CASH.**

As of December 31, 2012, a large portion of the Company’s assets (approximately 70%) is invested in cash and/or cash equivalents, which are expected to earn low yields. Given the current low interest rate environment, to the extent the management fee and other operating expenses exceed interest income on the cash holdings of the Company, the Company may experience losses. Furthermore, the investment advisory fee payable by us will not be reduced while our assets are invested in cash-equivalent securities.

A number of factors have contributed to the fact that we currently have a large cash position. Most significantly, we raised approximately \$127 million in new capital in 2012. We began the year with approximately \$68 million in cash on hand and deployed approximately \$60 million of that cash in 2012.

In addition, changes in the market landscape in 2012 have made it more challenging to deploy our capital. We invest in private companies via two types of transactions: (1) investing directly in a company (a “primary transaction”) and (2) buying already-issued shares from an existing investor in a company (a “secondary transaction”). In 2012 (particularly during the second half), a confluence of events created a dramatic decrease in the availability of both primary and secondary transactions, which resulted in our taking longer to deploy our assets.

In 2012, for the second year in a row, we witnessed a decline in the number of IPOs and M&A transactions for venture-backed companies in the U.S. In our view, the disappointing Facebook IPO soured what had been expected to be a healthy IPO market in the second half of 2012. In our experience, when IPOs and M&A transactions decline, venture capital investors grow more cautious and make fewer investments. Not surprisingly, the number of venture deals in the U.S. was down in 2012 as well. Against this backdrop, we found the investment environment more challenging in the second half of 2012. Because our investment approach often relies upon cooperating with other investors to complete a financing, increased caution among venture investors has made it more difficult to close deals.

In the secondary market, shrinking exits from private companies have made secondary transactions in private company stock much more risky. This increased risk in secondary transactions means we have become much more selective in choosing opportunities for secondary investments.

The Facebook IPO also destabilized the secondary market in 2012. For several weeks and months after the IPO, it appeared that the secondary market locked up, as buyers stepped back and sellers continued to demand high prices. We chose to step back during this period as well, having determined that valuations were likely to fall. Our expectations were confirmed and it was not until late in Q3 of 2012 that we felt comfortable buying again. In the end we believe the price slump has been good for buyers and for our shareholders. We closed several secondary transactions in Q4 of 2012 at significant discounts to the “pre-Facebook” valuations for the companies involved.

More significantly, however, we observed that the availability of shares in what we consider to be top-tier private companies on organized secondary exchanges declined dramatically in 2012. By way of background, the emergence of organized secondary exchanges (including SecondMarket and SharesPost) for private company stock was making headlines in 2011 as trading in shares of Facebook heated up. For a time it appeared that these online secondary exchanges could provide sellers with a ready market for private shares and accredited buyers with access to a large number of potential investments. However, while it was well known that Facebook shares represented the lion’s share of trading volume on these platforms, the continued expansion of online trading of private company shares that many market participants, including us, expected has not materialized. Some companies have even taken steps to discourage or, in some cases, block transactions by their shareholders on these online exchanges. To the extent that shares of top-tier private companies are traded, we have found that the market has become highly fragmented, being handled in many cases by small brokers or directly between buyer and seller, as opposed to online secondary exchanges. The result is a relatively de-centralized market that is less efficient than a more organized exchange could be.

In sum, we have become more selective in making secondary investments and these investments have become more difficult than anticipated due to the declining relevance of online secondary exchanges. This combination of factors means that our ability to utilize these exchanges to deploy our cash has been limited, and it is, therefore, taking us longer to invest our capital than we initially planned. However, we are encouraged by the recent announcement by NASDAQ that it will jointly establish the NASDAQ Private Market with SharesPost to enable more efficient buying and selling of private company shares.

In some cases, particularly for primary transactions, it will be to our advantage to hold sufficient cash reserve so that we can make additional subsequent investments in these companies in order to (a) avoid having our earlier investments become diluted in future dilutive financings, (b) invest additional capital into existing portfolio companies in case additional investments are necessary, and/or (c) exercise warrants, options, or convertible securities that were acquired as part of the earlier transactions. For this reason, in the case of primary transactions (as opposed to secondary transactions where we do not buy the securities from the issuing companies but instead from existing stockholders), we typically reserve cash in an amount at least equal to our initial investment for such follow-on opportunities. Cash reserves held with respect to a particular investment should, therefore, decline as it is held longer, and will typically not be needed once that portfolio company becomes public or we determine it is no longer in our best interest to make investments in such portfolio company.

In addition, we believe it is in our best interest to be patient, diligent investors. The timing of attractive investment opportunities is unpredictable. We strive to maintain sufficient cash to take advantage of investment opportunities as they arise. Further, it would be difficult to rapidly deploy large amounts of cash, as it takes time to build a pipeline of high-quality potential investments. Over time, our pace of investment has generally accelerated as we have built our pipeline of potential investments. However, there can be no assurance that this increased pace of investment will continue, which could result in our holding a majority of our assets in cash for an extended period covering most of our fiscal year ended December 31, 2013.

**WE EXPECT TO PURCHASE SECURITIES IN IPOs, WHICH INVOLVE SIGNIFICANT RISKS FOR US, AND WE MAY NOT BE ABLE TO PARTICIPATE IN OFFERINGS TO THE EXTENT DESIRED OR AT ALL.**

Securities purchased in IPOs are often subject to the general risk associated with investments in companies with smaller market capitalizations, and typically to a heightened degree. Securities issued in IPOs have no trading history, and information about companies may be available for very limited periods. In addition, under certain market conditions, a relatively small number of companies may issue securities in IPOs. Our investment performance during periods when we are unable to invest significantly or at all in IPOs may be lower than during periods when we are able to do so.

IPO securities may be volatile, and we cannot predict whether investments in IPOs will be successful. If the Company grows in size, the possible positive effects of IPO investments on the Company may decrease.

**WE HAVE NOT YET IDENTIFIED ALL OF THE PORTFOLIO COMPANY INVESTMENTS WE INTEND TO ACQUIRE**

The Investment Adviser will select our investments, and our stockholders will have no input with respect to such investment decisions. These factors increase the uncertainty, and thus the risk, of investing in our shares.

**ECONOMIC RECESSIONS OR DOWNTURNS COULD IMPAIR OUR PORTFOLIO COMPANIES AND HARM OUR OPERATING RESULTS.**

Many of our portfolio companies are susceptible to economic slowdowns or recessions and may fail or require additional capital investments from us during those periods. Therefore, our non-performing assets are likely to increase and the value of our portfolio is likely to decrease during these periods. These events could harm our operating results.

**OUR FAILURE TO MAKE FOLLOW-ON INVESTMENTS IN OUR PORTFOLIO COMPANIES COULD IMPAIR THE VALUE OF OUR PORTFOLIO.**

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as “follow-on” investments, in order to:

- increase or maintain in whole or in part our equity ownership percentage; or
- exercise warrants, options, or convertible securities that were acquired in the original or subsequent financing.

We have the discretion to make any follow-on investments, subject to the availability of capital resources and the availability of securities in the applicable public company. We may elect not to make follow-on investments in a portfolio company and we may lack sufficient funds to make those investments. The failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, or because we are inhibited by compliance with business development company requirements or the desire to maintain our tax status.

**WE FREQUENTLY DO NOT HOLD CONTROLLING EQUITY INTERESTS IN OUR PORTFOLIO COMPANIES AND WE MAY NOT BE IN A POSITION TO EXERCISE CONTROL OVER OUR PORTFOLIO COMPANIES OR TO PREVENT DECISIONS BY MANAGEMENT OF OUR PORTFOLIO COMPANIES THAT COULD DECREASE THE VALUE OF OUR INVESTMENTS.**

Although we may do so occasionally, we do not anticipate routinely taking controlling equity positions in our portfolio companies. As a result, we will be subject to the risk that a portfolio company may make business decisions with which we disagree, and the stockholders and management of a portfolio company may take risks or otherwise act in ways that are adverse to our interests. Due to the lack of liquidity for the equity investments that we will typically hold in our portfolio companies, we may not be able to dispose of our investments in the event we disagree with the actions of a portfolio company, and may therefore suffer a decrease in the value of our investments.

**AN INVESTMENT STRATEGY FOCUSED PRIMARILY ON PRIVATELY HELD COMPANIES PRESENTS CERTAIN CHALLENGES, INCLUDING THE LACK OF AVAILABLE INFORMATION ABOUT THESE COMPANIES, A DEPENDENCE ON THE TALENTS AND EFFORTS OF ONLY A FEW KEY PORTFOLIO COMPANY PERSONNEL, AND A GREATER VULNERABILITY TO ECONOMIC DOWNTURNS.**

We invest primarily in privately held companies. Generally, little public information exists about these companies, and we will be required to rely on the ability of FCM's investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Also, privately held companies frequently have less diverse product lines and a smaller market presence than larger competitors. These factors could adversely affect our investment returns as compared to companies investing primarily in the securities of public companies.

**OUR PORTFOLIO COMPANIES MAY ISSUE ADDITIONAL SECURITIES OR INCUR DEBT THAT RANKS EQUAL OR SENIOR TO OUR INVESTMENTS IN SUCH COMPANIES.**

We also invest primarily in equity securities issued by our portfolio companies. The portfolio companies may be permitted to issue additional securities or incur other debt that ranks equally with, or senior to, the equity securities in which we invest. By their terms, such other securities (especially if they are debt securities) may provide that the holders are entitled to receive payment of interest or principal before we are entitled to receive any distribution from the portfolio companies. Also, in the event of insolvency, liquidation, dissolution, reorganization, or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our equity investment in that portfolio company would typically be entitled to receive payment in full before equity investors like us may receive any distribution in respect of our investment. After repaying such senior creditors, the portfolio company may not have any remaining assets to distribute to us.

**WE MAY PURCHASE OR SELL OPTIONS ON SECURITIES AND INDEXES, WHICH MAY EXPOSE US, AND YOUR INVESTMENT IN OUR COMMON STOCK, TO CERTAIN RISKS.**

We may on a limited basis purchase or sell options on indexes or securities. The use of options has risks and our ability to successfully use these techniques depends on our ability to predict pertinent market movements, which cannot be assured. The use of options may result in losses greater than if they had not been used, may require us to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation we can realize on an investment or may cause us to hold a security we might otherwise sell.

**OUR INVESTMENTS IN FOREIGN SECURITIES MAY INVOLVE SIGNIFICANT RISKS IN ADDITION TO THE RISKS INHERENT IN U.S. INVESTMENTS.**

Our investment strategy involves potential investments in equity securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations; political and social instability; expropriation; imposition of foreign taxes; less liquid markets and less available information than is generally the case in the United States; higher transaction costs; less government supervision of exchanges, brokers and issuers; less developed bankruptcy laws; difficulty in enforcing contractual obligations; lack of uniform accounting and auditing standards; and greater price volatility.

Although most of our investments will be U.S. dollar-denominated, any investments denominated in a foreign currency will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk, or, if we do, that such strategies will be effective.

## **Item 2. Properties**

Under the terms of the Investment Management Agreement, Firsthand Capital Management, Inc. is responsible for providing office space to the Company and for the costs associated with providing such space. Our offices are located at 150 Almaden Blvd., Suite 1250, San Jose, CA 95113.

## **Item 3. Legal Proceedings**

We are not currently subject to any material pending legal proceedings.

## Item 4. Mine Safety Disclosures

Not applicable.

## PART II

## Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

### MARKET INFORMATION

Our common stock is traded on the Nasdaq Global Market under the symbol “SVVC.” The following table sets forth the range of the high and low sales price of the Company’s shares during each quarter during the last fiscal year, as reported by Nasdaq Global Market. The quarterly stock prices quoted represent interdealer quotations and do not include markups, mark-downs, or commissions.

<b>2012 Quarter Ending</b>	<b>Low</b>	<b>High</b>
March 31	\$14.33	\$40.50
June 30	\$17.10	\$46.50
September 30	\$15.40	\$17.87
December 31	\$17.02	\$18.49

### SHAREHOLDERS

As of February 28, 2013, there were approximately 2,300 shareholders of record and approximately 14,600 beneficial owners of the Company’s common stock.

### DIVIDENDS

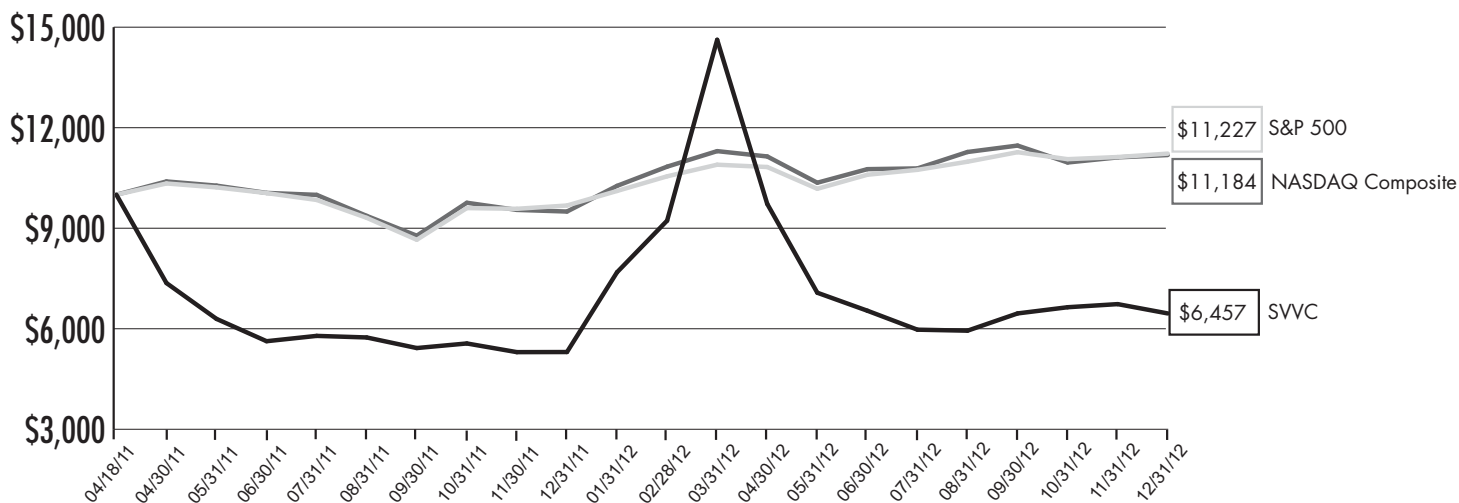
We did not pay a cash dividend or declare a deemed dividend for 2012. For more information about deemed dividends, please refer to the discussion under “Item 1. Business—Subchapter M Status.”

### RECENT SALES OF UNREGISTERED SECURITIES

We did not sell any equity securities during 2012 that were not registered under the Securities Act of 1933.

### PERFORMANCE GRAPH

The graph and table below compares the cumulative total return of holders of our common stock with the cumulative total returns of the S&P 500 Index and the NASDAQ Composite Index. The comparison assumes that the value of the investment in our common stock and in the index (including reinvestment of dividends) was \$10,000 on April 18, 2011 (our inception date), and tracks it through December 31, 2012.



## STOCK TRANSFER AGENT

BNY Mellon Shareowner Services, 301 Bellevue Parkway, Wilmington, Delaware 19809 (1.800.331.1710) serves as our transfer agent.

## Item 6. Selected Financial Data

The information below was derived from the audited Consolidated Financial Statements included in this report. This information should be read in conjunction with those Consolidated Financial Statements and Supplementary Data and the notes thereto. These historical results are not necessarily indicative of the results to be expected in the future.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Statements of Assets and Liabilities

	AS OF DECEMBER 31, 2012	AS OF DECEMBER 31, 2011
<b>ASSETS</b>		
Investment securities:		
Unaffiliated investments at acquisition cost	\$ 59,673,215	\$ 17,041,575
Affiliated investments at acquisition cost	14,544,002	6,544,002
Controlled investments at acquisition cost	6,000,000	—
Total acquisition cost	<u>\$ 80,217,217</u>	<u>\$ 23,585,577</u>
Unaffiliated investments at market value	\$ 42,858,398	\$ 12,645,383
Affiliated investments at market value	10,330,275	2,837,121
Controlled investments at market value	6,000,000	—
Total market value * (Note 6)	59,188,673	15,482,504
Cash**	136,827,597	63,792,414
Segregated cash	—	4,640,000
Receivable for securities sold	1	—
Receivable from interest	1,017,214	346,085
Other assets***	26,677	55,356
Total Assets	<u>197,060,162</u>	<u>84,316,359</u>
<b>LIABILITIES</b>		
Payable to affiliates (Note 4)	990,968	432,906
Consulting fee payable	14,000	140,441
Offering cost payable	5,090	—
Accrued expenses and other payables	129,075	115,537
Total Liabilities	<u>1,139,133</u>	<u>688,884</u>
<b>NET ASSETS</b>	<u>\$ 195,921,029</u>	<u>\$ 83,627,475</u>
Net Assets consist of:		
Common Stock, par value \$0.001 per share 100,000,000 shares authorized	\$ 8,556	\$ 3,496
Paid-in-capital	217,152,025	92,983,421
Accumulated net realized losses from security transactions	(183,638)	(1,256,369)
Net unrealized depreciation on investments, other assets, and warrants transactions	(21,055,914)	(8,103,073)
<b>NET ASSETS</b>	<u>\$ 195,921,029</u>	<u>\$ 83,627,475</u>
Shares of Common Stock outstanding	<u>8,556,480</u>	<u>3,496,480</u>
Net asset value per share (Note 2)	<u>\$ 22.90</u>	<u>\$ 23.92</u>

\* Includes warrants and purchased options whose primary risk exposure is equity contracts.

\*\* Cash composed primarily of the Fidelity Institutional Money Market Treasury Portfolio which invests primarily in U.S. Treasury securities. The yield as of 12/31/12 was 0.01% Please see <https://fundresearch.fidelity.com/mutual-funds/summary/316175504> for additional information.

\*\*\* For the periods ended December 31, 2012 and December 31, 2011, other assets consist of \$26,677 and \$15,125 prepaid insurance payable and \$0 and \$40,231 of contingent receivable, respectively from the sale of Solaicx to MEMC for an initial cash payment plus possible future cash payments if certain criteria is met.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Statements of Operations

	FOR THE YEAR ENDED DECEMBER 31, 2012	FOR THE YEAR ENDED DECEMBER 31, 2011 <sup>(1)</sup>
<b>INVESTMENT INCOME</b>		
Unaffiliated interest	\$ 13,478	\$ 27,860
Affiliated interest	675,238	278,687
<b>TOTAL INVESTMENT INCOME</b>	<b>688,716</b>	<b>306,547</b>
<b>EXPENSES</b>		
Investment advisory fees (Note 4)	3,279,133	1,280,623
Administration fees (Note 4)	107,751	62,340
Custody fees	9,992	8,793
Transfer agent fees	40,940	24,414
Registration and filing fees	40,475	11,250
Professional fees	355,976	240,371
Printing fees	48,012	90,221
Trustees fees	36,900	23,700
Miscellaneous fees	78,676	12,525
<b>TOTAL NET EXPENSES</b>	<b>3,997,855</b>	<b>1,754,237</b>
<b>NET INVESTMENT LOSS</b>	<b>(3,309,139)</b>	<b>(1,447,690)</b>
<b>Net Realized and Unrealized Loss on Investments:</b>		
Net realized gains from security transactions		
Non-affiliated	1,284,636	240,026
Net realized gains (losses) from rights and purchased option transactions (2)	(361,998)	(1,496,395)
Net realized gains (losses) on foreign currency	(2)	—
Net realized gains from written option transactions (2)	150,093	—
Net change in unrealized depreciation on other assets	(27,370)	
Net change in unrealized depreciation on investments	(12,918,365)	(7,467,027)
Net change in unrealized depreciation on warrants transactions (2)	(7,106)	(636,046)
<b>Net Realized and Unrealized Loss on Investments</b>	<b>(11,880,112)</b>	<b>(9,359,442)</b>
<b>Net Decrease In Net Assets Resulting From Operations</b>	<b>(15,189,251)</b>	<b>(10,807,132)</b>
<b>Net Decrease In Net Assets Per Share Resulting from Operations (3)</b>	<b>(2.19)</b>	<b>(3.09)</b>

(1) For the period April 18, 2011 (inception) through December 31, 2011

(2) Primary risk exposure is equity contracts.

(3) Per share results are calculated based on weighted average shares outstanding for each period.

See accompanying notes to financial statements



## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The information contained in this section should be read in conjunction with our 2012 Consolidated Financial Statements and notes thereto.

### **OVERVIEW**

We are an externally managed, closed-end, non-diversified management investment company organized as a Maryland corporation that has elected to be treated as a business development company under the 1940 Act. As such, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70 percent of our total assets in "qualifying assets," including securities of private or micro-cap public U.S. companies, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. In addition, for tax purposes we have elected to be treated as a RIC under Subchapter M of the Code. FCM serves as our investment adviser and manages the investment process on a daily basis.

Our investment objective is to seek long-term growth of capital, principally by seeking capital gains on our equity and equity-related investments. There can be no assurance that we will achieve our investment objective. Under normal circumstances, we invest at least 80 percent of our total assets for investment purposes in technology companies. We consider technology companies to be those companies that derive at least 50 percent of their revenues from products and/or services within the information technology sector and in the "cleantech" sector. Information technology companies include, but are not limited to, those focused on computer hardware, software, telecommunications, networking, Internet, and consumer electronics. While there is no standard definition of cleantech, it is generally regarded as including goods and services designed to harness renewable energy and materials, eliminate emissions and waste, and reduce the use of natural resources. In addition, under normal circumstances we invest at least 70 percent of our assets in privately held companies and public companies with market capitalizations less than \$250 million. Our portfolio is primarily composed of equity and equity derivative securities of technology and cleantech companies (as defined above). These investments generally range between \$1 million and \$10 million each, although the investment size will vary proportionately with the size of our capital base. We acquire our investments through direct investments in private companies, negotiations with selling shareholders, and in organized secondary marketplaces for private securities.

While our primary focus is to invest in illiquid private technology and cleantech companies, we may also invest in micro-cap publicly traded companies. In addition, we may invest up to 30 percent of the portfolio in opportunistic investments that do not constitute the private companies and micro-cap public companies described above. These other investments may include investments in securities of public companies that are actively traded or in actively traded derivative securities such as options on securities or security indices. These other investments may also include investments in high-yield bonds, distressed debt, or securities of public companies that are actively traded; and securities of companies located outside of the United States. Our investment activities are managed by FCM.

### **RESULTS OF OPERATIONS**

The following information is a comparison for the year ended December 31, 2012, and the period from April 18, 2011 (commencement of operations), through December 31, 2011.

#### **INVESTMENT INCOME**

For the fiscal year ended December 31, 2012, we had interest income of \$688,716 primarily attributable to interest accrued on convertible note investments with Silicon Genesis Corporation.

For the fiscal year ended December 31, 2011, we had interest income of \$306,547 primarily attributable to interest accrued on convertible note investments with Silicon Genesis Corporation.

#### **OPERATING EXPENSES**

Operating expenses totaled approximately \$3,997,855 during the fiscal year ended December 31, 2012.

Significant components of operating expenses for the year ended December 31, 2012, were management fee expense of \$3,279,133 and professional fees (audit, legal, accounting, and consulting) of \$463,727.

Operating expenses totaled approximately \$1,754,237 during the fiscal year ended December 31, 2011.

Significant components of operating expenses for the year ended December 31, 2011, were management fee expense of \$1,280,623 and professional fees (audit, legal, accounting, and consulting) of \$302,711.

#### **NET INVESTMENT LOSS**

The net investment loss was \$3,309,139 for the fiscal year ended December 31, 2012.

The net investment loss was \$1,447,690 for the fiscal year ended December 31, 2011.

#### **NET INVESTMENT REALIZED GAINS AND LOSSES AND UNREALIZED APPRECIATION AND DEPRECIATION**

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

During the year ended December 31, 2012, we recognized net realized gains of approximately \$1,072,729, primarily from the sale of publicly-traded securities.

During the year ended December 31, 2011, we recognized net realized losses of approximately \$1,256,369, primarily from the sale of publicly-traded securities.

For the fiscal year ended 2012, net unrealized depreciation on total investments increased by \$12,952,841. For the fiscal year ended 2011, net unrealized depreciation on total investments increased by \$8,103,073. The net change in unrealized appreciation and depreciation of our private investments is based on portfolio asset valuations determined in good faith by our Board of Directors. The following tables itemize the components of the net change in net unrealized depreciation of investments for the year ended December 31, 2012 and year ended December 31, 2011.

	<b>Year Ended December 31, 2012</b>
Gross unrealized appreciation on portfolio investments	\$ 789,203
Gross unrealized depreciation on portfolio investments	\$ (21,817,747)
Net increase in unrealized depreciation on portfolio investments	<u>\$ (21,028,544)</u>
Federal income tax cost, investments	<u>\$ 80,217,217</u>

	<b>Year Ended December 31, 2011</b>
Gross unrealized appreciation on portfolio investments	\$ 258,267
Gross unrealized depreciation on portfolio investments	\$ (8,361,340)
Net increase in unrealized depreciation on portfolio investments	<u>\$ (8,103,073)</u>
Federal income tax cost, investments	<u>\$ 23,585,577</u>

#### **INCOME AND EXCISE TAXES**

As we intend to continue to qualify as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"), the Company does not provide for income taxes. The Company recognizes interest and penalties in income tax expense.

#### **NET INCREASE/(DECREASE) IN ASSETS RESULTING FROM OPERATIONS AND CHANGE IN NET ASSETS PER SHARE**

For the fiscal year ended December 31, 2012, the net decrease in net assets resulting from operations totaled \$15,189,251. Basic and fully diluted net change in net assets per share for the year ended December 31, 2012 was \$(2.19).

For the fiscal year ended December 31, 2011, the net decrease in net assets resulting from operations totaled \$10,807,132. Basic and fully diluted net change in net assets per share for the year ended December 31, 2011 was \$(3.09).

## PORTFOLIO INVESTMENTS

### PRIVATE INVESTMENTS

We make investments in securities of both public and private companies. At the end of the fiscal year December 31, 2012, we had investments in the following private companies:

#### Gilt Groupe Holdings, Inc.

Gilt Groupe Holdings, Inc. (“Gilt Groupe”), New York, NY, is a leader in online “flash sales” of designer merchandise at discount prices.

At December 31, 2012, our investment in Gilt Groupe consisted of 198,841 shares of common stock with an aggregate market value of approximately \$2.8 million.

#### INNOViON Corporation

INNOViON Corporation (“Innovion”), San Jose, California, provides foundry ion implant services to the microelectronics industry.

At December 31, 2012, our investments in INNOViON consisted of 324,948 shares of Series A-1 preferred stock, 168,804 shares of Series A-2 preferred stock, and one share of common stock, with a combined fair value of \$369,193.

#### Pivotal Systems Corporation

Pivotal Systems, Corporation (“Pivotal Systems”) provides monitoring and process control technologies for the semiconductor manufacturing industry.

At December 31, 2012, our investment in Pivotal Systems consisted of 4,765,876 shares of Series A preferred stock and warrants to purchase up to 3,176,935 shares of Series A preferred stock with a combined fair value of approximately \$4.0 million.

#### QMAT, Inc.

QMAT, Inc. (“QMAT”) is developing advanced materials technologies for applications in the electronics industry.

At December 31, 2012, our investment in QMAT consisted of 6,000,000 shares of Series A preferred stock and warrants to purchase up to 2,000,000 shares of Series A preferred stock with a combined fair value of approximately \$6.0 million.

#### Silicon Genesis Corporation

Silicon Genesis Corporation (“SiGen”), San Jose, CA, provides engineered substrate process technology for the semiconductor, display, optoelectronics, and solar markets.

At December 31, 2012, our investments in SiGen consisted of 82,914 shares of Series 1-C preferred stock, 850,830 shares of Series 1-D preferred stock, 5,704,480 shares of Series 1-E preferred stock, 912,453 shares of Series 1-F preferred stock, 911,892 shares of common stock, warrants for 1,352,198 shares of Series 1-E preferred stock, warrants for 8,037,982 shares of common stock, a \$1.25 million par value convertible note, a \$500,000 par value convertible note, a \$1.0 million par value convertible note, and a \$3.0 million term note. The convertible notes each bear annual interest at a rate of 20% and the term note an annual interest at a rate of 10%. The convertible notes mature on December 31, 2014, and the term note matures December 31, 2016. At December 31, 2012 the combined fair value of our SiGen securities was approximately \$6.3 million.

#### Skyline Solar, Inc.

Skyline Solar, Inc. (“Skyline Solar”), Mountain View, CA, is a supplier of concentrated solar photovoltaic systems for utility-scale solar electricity generation projects.

At December 31, 2012, our investment in Skyline Solar consisted of 793,651 shares of Series C preferred stock, with a fair value of \$0.

### SoloPower, Inc.

SoloPower, Inc. (“SoloPower”), San Jose, CA, produces low-cost, high-power, flexible thin-film photovoltaic modules that offer a viable alternative to the electricity produced using traditional fossil fuels.

At December 31, 2012, our investments in SoloPower consisted of 400,000 shares of Series A preferred stock, 100,205 shares of Series B preferred stock, 100,000 shares of Series D preferred stock, 190,476 shares of Series E-1 preferred stock, and warrants to purchase 400,000 shares of common stock, with a combined fair value of approximately \$228,785.

### Twitter, Inc.

Twitter, Inc. (“Twitter”), San Francisco, CA, is an online social networking service that lets users send and receive 140-character messages (“tweets”). The service has more than 140 million active users and more than 340 million daily tweets.

At December 31, 2012, our investment in Twitter consisted of 787,200 shares of common stock and 194,000 shares of Series B preferred stock, with a fair value of approximately \$16.7 million.

### UCT Coatings, Inc.

UCT Coatings, Inc. (“UCT”), Stuart, Florida, is a leader in the development of metal coatings that reduce friction and improve efficiency in mechanical systems.

At December 31, 2012, our investments in UCT consisted of 1,500,000 shares of common stock and warrants to purchase 172,270 shares of common stock, with a combined fair value of \$0.

## **PUBLIC INVESTMENTS**

On December 31, 2012, we had investments in the following public securities:

### Facebook, Inc.

Facebook, Inc. (“Facebook”), Menlo Park, CA, is an online social networking service with approximately 900 million active users worldwide. Facebook also develops technologies to facilitate information sharing and the digital mapping of social connections. At December 31, 2012, our investment in Facebook consisted of 600,000 shares of common stock with a fair value of \$15,978,000.

### Intevac, Inc.

Intevac, Inc. (“Intevac”), Santa Clara, CA, is a leading provider of cost-effective, advanced equipment and products to the hard disk drive, solar, semiconductor, and photonics industries. At December 31, 2012, our investment in Intevac consisted of 545,156 shares of common stock with an aggregate market value of approximately \$2.5 million.

### SolarCity Corp.

SolarCity Corp. (“SolarCity”), San Mateo, CA, is a leading installer of commercial and residential solar photovoltaic systems.

At December 31, 2012, our investment in SolarCity consisted of 426,300 shares of common stock, with a fair value of approximately \$4.3 million. Because our holdings in SolarCity were purchased while it was a private company, we are subject to a 180-day “lock-up” period during which we are not allowed to dispose of the security. Due to this resale restriction, our valuation of our SolarCity holdings reflects a discount to SolarCity’s closing price on December 31, 2012.

## **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

At December 31, 2012, we had investments in public and private securities totaling approximately \$59.2 million. Also, at December 31, 2012, we had approximately \$136.8 million in cash. We primarily invest cash on hand in interest-bearing deposit accounts or money market funds. We expect the portion of our portfolio consisting of cash and cash equivalents to decrease as we become fully invested.

As of December 31, 2012, net assets totaled approximately \$195.9 million, with a net asset value per share of \$22.90. Our primary use of funds will be investments in portfolio companies and payments of fees and other operating expenses we incur.

Additionally, we expect to raise additional capital to support our future growth through future equity offerings. 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.

For the fiscal year 2012, we made five new investments and many follow-on investments totaling approximately \$60 million:

- On January 13, 2012, we acquired an additional 40,000 shares of Facebook at a cost of approximately \$1.2 million.
- On January 30, 2012, we acquired an additional 60,000 shares of Facebook at a cost of approximately \$1.9 million.
- On February 2, 2012, Yelp executed a 1-for-4 reverse stock split of its common stock.
- On February 6, 2012, we invested \$1,000,000 in Silicon Genesis Corp in the form of a convertible note. The note has an annual interest rate of 20% and a maturity date of December 31, 2012, and came with a warrant to purchase 3,000,000 shares of common stock. This new note also extended to December 31, 2012, the maturity dates of two existing notes held by us with face values of \$500,000 and \$1,250,000.
- On February 21, 2012, we acquired an additional 50,000 shares of Facebook at a cost of approximately \$1.6 million.
- On March 1, 2012, Yelp completed the initial public offering of its common stock at a price of \$15.00 per share. The company's stock commenced trading on the New York Stock Exchange on March 2, 2012 and the closing price on that day was \$24.58.
- On March 8, 2012, we acquired an additional 330,000 shares of Facebook at a cost of approximately \$10.5 million.
- On March 20, 2012, we acquired an additional 70,000 shares of Facebook at a cost of approximately \$2.2 million.
- On April 9, 2012, we acquired 54,127 shares of Gilt Groupe common stock at a cost of approximately \$1.4 million.
- On April 18, 2012, we acquired an additional 34,714 shares of Gilt Groupe common stock at a cost of approximately \$0.9 million.
- On March 28, 2012, we acquired 120,000 shares of SolarCity common stock at a cost of approximately \$2.0 million.
- On May 1, 2012, we acquired 100,000 shares of Twitter common stock at a cost of approximately \$1.8 million.
- On June 1, 2012, we acquired an additional 66,300 shares of SolarCity common stock at a cost of approximately \$1.0 million.
- On June 7, 2012, we acquired an additional 240,000 shares of SolarCity common stock at a cost of approximately \$3.8 million.
- On June 11, 2012, we were granted an additional 10,000 shares of Silicon Genesis common stock as payment for being on their board.
- On September 28, 2012, we acquired an additional 8,400 shares of Twitter common stock at a cost of approximately \$151,000.
- On October 4, 2012, we acquired an additional 70,000 shares of Gilt Groupe common stock at a cost of approximately \$1.4 million.
- On October 11, 2012, we acquired an additional 40,000 shares of Gilt Groupe common stock at a cost of approximately \$800,000.
- On October 12, 2012, we acquired an additional 40,000 shares of Twitter Series B Preferred stock at a cost of approximately \$750,000.
- On October 19, 2012, we acquired an additional 189,000 shares of Twitter common stock at a cost of approximately \$3.1 million.

- On October 25, 2012, we acquired 104,000 shares of Twitter Series B preferred stock at a cost of approximately \$1.9 million.
- On October 31, 2012, we acquired an additional 200,000 shares of Twitter common stock at a cost of approximately \$3.3 million.
- On November 13, 2012, we acquired an additional 85,000 shares of Twitter common stock at a cost of approximately \$1.4 million.
- On November 13, 2012, we acquired an additional 50,000 shares of Twitter Series B preferred stock at a cost of approximately \$900,000.
- On November 14, 2012, we invested \$500,000 in Silicon Genesis Corp in the form of a convertible note. The note has an annual interest rate of 10% and a maturity date of December 31, 2012.
- On November 27, 2012, we acquired 4,765,876 shares of Pivotal Systems Series A preferred stock and received a warrant to purchase another 3,176,935 shares of Pivotal Systems Series A preferred stock at a cost of approximately \$4.0 million.
- On November 27, 2012, we acquired an additional 100,000 shares of Twitter common stock at a cost of approximately \$1.7 million.
- On November 28, 2012, we acquired an additional 4,800 shares of Twitter common stock at a cost of approximately \$79,000.
- On December 13, 2012, we acquired 6,000,000 shares of QMAT Series A preferred stock and received a warrant to purchase another 2,000,000 shares of QMAT Series A preferred stock at a cost of approximately \$6.0 million.
- On December 14, 2012, we invested \$3,000,000 in Silicon Genesis Corp in the form of a term note. The note has an annual interest rate of 10% and a maturity date of December 13, 2016.
- On December 18, 2012, we acquired an additional 100,000 shares of Twitter common stock at a cost of approximately \$1.7 million.

## SUBSEQUENT EVENTS

- On January 15, 2013, we acquired an additional 25,000 shares of Twitter common stock at a cost of approximately \$413,000.
- On February 21, 2013, we acquired 140,024 shares of TapAd, Inc., Series B Preferred Stock at a cost of approximately \$1,500,000.

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## TO THE SHAREHOLDERS AND BOARD OF DIRECTORS

Firsthand Technology Value Fund, Inc.  
San Jose, California

We have audited the accompanying statements of assets and liabilities of Firsthand Technology Value Fund, Inc. (the “Company”) as of December 31, 2012 and 2011, including the schedule of investments as of December 31, 2012, and the related statements of operations, changes in net assets, and cash flows and the highlights for the year ended December 31, 2012 and the period April 18, 2011 (commencement of operations) to December 31, 2011. These financial statements and financial highlights are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of investments as of December 31, 2011, by correspondence with the custodian, issuers and brokers or by other appropriate auditing procedures as deemed necessary. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Firsthand Technology Value Fund, Inc. as of December 31, 2012 and 2011, and the results of its operations, changes in its net assets, and its cash flows and the financial highlights for the year ended December 31, 2012 and the period April 18, 2011 to December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 18, 2013 expressed an unqualified opinion on the Company’s internal control over financial reporting.

## TAIT, WELLER & BAKER LLP

Philadelphia, Pennsylvania  
March 18, 2013

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## TO THE SHAREHOLDERS AND BOARD OF DIRECTORS

Firsthand Technology Value Fund, Inc.  
San Jose, California

We have audited the internal control over financial reporting of Firsthand Technology Value Fund, Inc. (the “Company”) as of December 31, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of assets and liabilities, including the schedule of investments, as of December 31, 2012 and 2011, and the related statements of operations, changes in net assets, cash flows and financial highlights for the year ended December 31, 2012 and the period April 18, 2011 to December 31, 2011 of the Company and our report dated March 18, 2013 expressed an unqualified opinion.

## TAIT, WELLER & BAKER LLP

Philadelphia, Pennsylvania  
March 18, 2013



## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

### Firsthand Technology Value Fund, Inc.

#### Statements of Assets and Liabilities

	AS OF DECEMBER 31, 2012	AS OF DECEMBER 31, 2011
<b>ASSETS</b>		
Investment securities:		
Unaffiliated investments at acquisition cost	\$ 59,673,215	\$ 17,041,575
Affiliated investments at acquisition cost	14,544,002	6,544,002
Controlled investments at acquisition cost	6,000,000	—
Total acquisition cost	<u>\$ 80,217,217</u>	<u>\$ 23,585,577</u>
Unaffiliated investments change to investments at market value	\$ 42,858,398	\$ 12,645,383
Affiliated issuers at market value	10,330,275	2,837,121
Controlled investments at market value	6,000,000	—
Total market value * (Note 6)	59,188,673	15,482,504
Cash**	136,827,597	63,792,414
Segregated cash	—	4,640,000
Receivable for securities sold	1	—
Receivable from interest	1,017,214	346,085
Other assets***	26,677	55,356
Total Assets	<u>197,060,162</u>	<u>84,316,359</u>
<b>LIABILITIES</b>		
Payable to affiliates (Note 4)	990,968	432,906
Consulting fee payable	14,000	140,441
Offering cost payable	5,090	—
Accrued expenses and other payables	129,075	115,537
Total Liabilities	<u>1,139,133</u>	<u>688,884</u>
<b>NET ASSETS</b>	<u>\$ 195,921,029</u>	<u>\$ 83,627,475</u>
Net Assets consist of:		
Common Stock, par value \$0.001 per share 100,000,000 shares authorized	\$ 8,556	\$ 3,496
Paid-in-capital	217,152,025	92,983,421
Accumulated net realized losses from security transactions	(183,638)	(1,256,369)
Net unrealized depreciation on investments, other assets and warrants transactions	(21,055,914)	(8,103,073)
<b>NET ASSETS</b>	<u>\$ 195,921,029</u>	<u>\$ 83,627,475</u>
Shares of Common Stock outstanding	<u>8,556,480</u>	<u>3,496,480</u>
Net asset value per share (Note 2)	<u>\$ 22.90</u>	<u>\$ 23.92</u>

\* Includes warrants and purchased options whose primary risk exposure is equity contracts.

\*\* Cash composed primarily of the Fidelity Institutional Money Market Treasury Portfolio which invests primarily in U.S. Treasury securities. The yield as of 12/31/12 was 0.01%. Please see <https://fundresearch.fidelity.com/mutual-funds/summary/316175504> for additional information.

\*\*\* For the periods ended December 31, 2012 and December 31, 2011, other assets consist of \$26,677 and \$15,125 prepaid insurance payable and \$0 and \$40,231 of contingent receivable, respectively from the sale of Solaicx to MEMC for an initial cash payment plus possible future cash payments if certain criteria is met.

**See accompanying notes to financial statements**

# Firsthand Technology Value Fund, Inc.

## Schedule of Investments

DECEMBER 31, 2012

PORTFOLIO COMPANY (% OF NET ASSETS)	INDUSTRY	TYPE OF INVESTMENT	SHARES/ PAR VALUE (\$)	VALUE
FACEBOOK (8.2%)	Social Networking	Common Stock, Class A *(1)	600,000	\$ 15,978,000
GILT GROUPE (1.4%)	Internet	Common Stock (1)	198,841	2,803,658
INNOVION CORP. (0.2%)	Services	Preferred Stock - Series A-1 *(1)	324,948	296,775
		Preferred Stock - Series A-2 *(1)	168,804	72,417
		Common Stock *(1)	1	1
				<b>369,193</b>
INTEVAC, INC. (1.3%)	Other Electronics	Common Stock *	545,156	2,491,363
PIVOTAL SYSTEMS (2.0%)	Semiconductor Equipment	Preferred Stock Warrants *(1)(2)	3,176,935	66,220
		Preferred Stock - Series A *(1)(2)	4,765,876	3,933,780
				<b>4,000,000</b>
QMAT, INC. (3.1%)	Advanced Materials	Common Stock Warrants *(1)(2)	2,000,000	418,721
		Preferred Stock - Series A *(1)(2)	6,000,000	5,581,279
				<b>6,000,000</b>
SILICON GENESIS CORPORATION (3.2%)	Intellectual Property	Preferred Stock -Series 1-C *(1)(2)	82,914	2,794
		Preferred Stock -Series 1-D *(1)(2)	850,830	7,913
		Preferred Stock -Series 1-E *(1)(2)	5,704,480	462,633
		Preferred Stock -Series 1-F *(1)(2)	912,453	101,921
		Common Stock *(1)(2)	911,892	456
		Preferred Stock Warrants - Series 1-E *(1)(2)	94,339	217
		Preferred Stock Warrants - Series 1-E *(1)(2)	1,257,859	3,522
		Common Stock Warrants *(1)(2)	37,982	19
		Common Stock Warrants *(1)(2)	3,000,000	300
		Common Stock Warrants *(1)(2)	5,000,000	500
		Convertible Note (1)(2) Matures December 2014 Interest Rate 20%	500,000	500,000
		Convertible Note (1)(2) Matures December 2014 Interest Rate 20%	1,000,000	1,000,000
		Convertible Note (1)(2) Matures December 2014 Interest Rate 20%	1,250,000	1,250,000

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

Schedule of Investments - continued

DECEMBER 31, 2012

PORTFOLIO COMPANY (% OF NET ASSETS)	INDUSTRY	TYPE OF INVESTMENT	SHARES/PAR VALUE (\$)	VALUE
		Term Note (1)(2) Matures December 2016 Interest Rate 10%	3,000,000	\$ 3,000,000
				<b>6,330,275</b>
SKYLINE SOLAR (0.0%)	Renewable Energy	Preferred Stock - Series C *(1)	793,651	—
SOLAR CITY CORP. (2.2%)	Renewable Energy	Common Stock *(1)	426,300	<b>4,322,895</b>
SOLOPOWER, INC. (0.1%)	Renewable Energy	Preferred Stock - Series A *(1)	400,000	63,160
		Preferred Stock - Series B *(1)	100,205	16,404
		Preferred Stock - Series D *(1)	100,000	39,840
		Preferred Stock - Series E-1 *(1)	190,476	88,781
		Common Stock Warrants *(1)	400,000	20,600
				<b>228,785</b>
TWITTER, INC. (8.5%)	Social Networking	Preferred Stock - Series B *(1)	194,000	3,294,857
		Common Stock *(1)	787,200	13,369,647
				<b>16,664,504</b>
UCT COATINGS (0.0%)	Advanced Materials	Common Stock *(1)	1,500,000	0
		Common Stock Warrants *(1)	136,986	0
		Common Stock Warrants *(1)	2,283	0
		Common Stock Warrants *(1)	33,001	0
				<b>0</b>
<b>TOTAL INVESTMENTS</b> <b>(Cost \$80,217,217)</b> <b>— 30.2%</b>				<b>59,188,673</b>
<b>OTHER ASSETS IN EXCESS</b> <b>OF LIABILITIES — 69.8%</b>				<b>136,732,356</b>
<b>NET ASSETS — 100.0%</b>				<b>\$ 195,921,029</b>

\* Non-income producing security.

(1) Restricted security. Fair Value is determined by or under the direction of the Company's Board of Directors (See note 3).

(2) Affiliated issuer.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Statements of Operations

	FOR THE YEAR ENDED DECEMBER 31, 2012	FOR THE YEAR ENDED DECEMBER 31, 2011 <sup>(1)</sup>
<b>INVESTMENT INCOME</b>		
Unaffiliated interest	\$ 13,478	\$ 27,860
Affiliated interest	675,238	278,687
<b>TOTAL INVESTMENT INCOME</b>	<b>688,716</b>	<b>306,547</b>
<b>EXPENSES</b>		
Investment advisory fees (Note 4)	3,279,133	1,280,623
Administration fees (Note 4)	107,751	62,340
Custody fees	9,992	8,793
Transfer agent fees	40,940	24,414
Registration and filing fees	40,475	11,250
Professional fees	355,976	240,371
Printing fees	48,012	90,221
Trustees fees	36,900	23,700
Miscellaneous fees	78,676	12,525
<b>TOTAL NET EXPENSES</b>	<b>3,997,855</b>	<b>1,754,237</b>
<b>NET INVESTMENT LOSS</b>	<b>(3,309,139)</b>	<b>(1,447,690)</b>
<b>Net Realized and Unrealized Loss on Investments:</b>		
Net realized gains from security transactions		
Non-affiliated	1,284,636	240,026
Net realized gains (losses) from rights and purchased option transactions (2)	(361,998)	(1,496,395)
Net realized gains (losses) on foreign currency	(2)	–
Net realized gains from written option transactions (2)	150,093	–
Net change in unrealized depreciation on other assets	(27,370)	
Net change in unrealized depreciation on investments	(12,918,365)	(7,467,027)
Net change in unrealized depreciation on warrants transactions (2)	(7,106)	(636,046)
<b>Net Realized and Unrealized Loss on Investments</b>	<b>(11,880,112)</b>	<b>(9,359,442)</b>
<b>Net Decrease In Net Assets Resulting From Operations</b>	<b>(15,189,251)</b>	<b>(10,807,132)</b>
<b>Net Decrease In Net Assets Per Share Resulting from Operations (3)</b>	<b>(2.19)</b>	<b>(3.09)</b>

(1) For the period April 18, 2011 (inception) through December 31, 2011

(2) Primary risk exposure is equity contracts.

(3) Per share results are calculated based on weighted average shares outstanding for each period.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Statements of Cash Flows

	FOR THE YEAR ENDED DECEMBER 31, 2012	FOR THE YEAR ENDED DECEMBER 31, 2011 <sup>(1)</sup>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net decrease in Net Assets resulting from operations	\$ (15,189,251)	\$ (10,807,132)
Adjustments to reconcile net decrease in Net Assets derived from operations to net cash provided by operating activities:		
Purchases of investments	(59,876,938)	(9,149,780)
Proceeds from disposition of investments	3,657,210	3,517,093
Investment in purchased options	(361,998)	—
Investment in written options	150,093	—
Proceeds from litigation claim	872,722	80,516
Increase in receivable for investments sold	(1)	—
Increase in dividends, interest, and reclaims receivable	(671,129)	(346,085)
(Increase)/decrease in segregated cash	4,640,000	(4,640,000)
Increase in payable to affiliates	558,062	432,906
Net realized gain (loss) from investments	(922,636)	1,256,369
Net realized gain from written options	(150,093)	—
Increase/(decrease) in other assets	1,309	(55,356)
Increase in offering costs payable	5,090	—
Increase/(decrease) in accrued expenses and other payables	(112,903)	255,978
Net unrealized appreciation/depreciation from investments and other assets	12,952,841	8,103,073
<b>Net cash used in operating activities</b>	<b>(54,447,622)</b>	<b>(11,352,418)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from shares sold	127,482,805	75,144,832(2)
<b>Net cash provided by financing activities</b>	<b>127,482,805</b>	<b>75,144,832</b>
Net change in cash	73,035,183	63,792,414
Cash - beginning of period	63,792,414	—
<b>Cash - end of period</b>	<b>\$ 136,827,597</b>	<b>\$ 63,792,414</b>

(1) For the Period April 18, 2011 (inception) through December 31, 2011.

(2) Excludes \$19,289,775 increase in net assets from securities transferred in through reorganization.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Statements of Changes in Net Assets

	FOR THE YEAR ENDED DECEMBER 31, 2012	FOR THE YEAR ENDED DECEMBER 31, 2011 <sup>(1)</sup>
<b>FROM OPERATIONS:</b>		
Net investment loss	\$ (3,309,139)	\$ (1,447,690)
Net realized gains (losses) from security transactions, written and purchased options and foreign currency	1,072,729	(1,256,369)
Net change in unrealized depreciation on investments, other assets and warrants transactions	(12,952,841)	(8,103,073)
Net decrease in net assets from operations	(15,189,251)	(10,807,132)
<b>FROM CAPITAL SHARE TRANSACTIONS:</b>		
Issuance of common stock (2)	127,482,805	94,434,607
Net increase in net assets from capital share transactions	127,482,805	94,434,607
<b>TOTAL INCREASE IN NET ASSETS</b>	<b>112,293,554</b>	<b>83,627,475</b>
<b>NET ASSETS:</b>		
Beginning of period	83,627,475	—
End of period	\$ 195,921,029	\$ 83,627,475
<b>COMMON STOCK ACTIVITY:</b>		
Shares issued	5,060,000	3,496,480
Net increase in shares outstanding	5,060,000	3,496,480
Shares outstanding, beginning of period	3,496,480	—
Shares outstanding, end of period	8,556,480	3,496,480

(1) For the Period April 18, 2011 (inception) through December 31, 2011.

(2) Net of underwriting fees and offering expenses.

See accompanying notes to financial statements

# Firsthand Technology Value Fund, Inc.

## Financial Highlights

*Selected per share data and ratios for a share outstanding throughout each period*

	<b>FOR THE YEAR ENDED DECEMBER 31, 2012</b>	<b>FOR THE YEAR ENDED DECEMBER 31, 2011 <sup>(1)</sup></b>
Net asset value at beginning of period	\$ 23.92	\$ 27.01
Income from investment operations:		
Net investment loss	(0.39)	(0.41)
Net realized and unrealized gains (losses) on investments	(1.01)	(2.68)
Total from investment operations	(1.40)	(3.09)
Premiums from shares sold in offerings	0.38	-
Net asset value at end of period	<u>\$ 22.90</u>	<u>\$ 23.92</u>
Market value at end of period	<u>\$ 17.44</u>	<u>\$ 14.33</u>
Total return		
Based on Net Asset Value	(4.26)%	(11.44)%(A)
Based on Market Value	21.70%	(46.95)%(A)
Net assets at end of period (millions)	\$ 195.9	\$ 83.63
Ratio of total expenses to average net assets	2.56%	2.76%(B)
Ratio of net investment loss to average net assets	(2.12)%	(2.28)%(B)
Portfolio turnover rate	10%	18%(A)

*(1) For the period April 18, 2011 (inception) through December 31, 2011.*

*(A) Not Annualized*

*(B) Annualized*

**See accompanying notes to financial statements**

# Firsthand Technology Value Fund, Inc. (the “Company”)

Notes to Financial Statements

DECEMBER 31, 2012

## NOTE 1. THE COMPANY

Firsthand Technology Value Fund, Inc. (the “Company,” “us,” “our,” and “we”), is a Maryland corporation and an externally managed, non-diversified, closed-end management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). The Company acquired its initial portfolio of securities through the reorganization of Firsthand Technology Value Fund, a series of Firsthand Funds, into the Company. The reorganization was completed on April 15, 2011. The Company commenced operations on April 18th, 2011. Under normal circumstances, the Company will invest at least 80% of its assets for investment purposes in technology companies, which are considered to be those companies that derive at least 50% of their revenues from products and/or services within the information technology sector or the “cleantech” sector. Information technology companies include, but are not limited to, those focused on computer hardware, software, telecommunications, networking, Internet, and consumer electronics. While there is no standard definition of cleantech, it is generally regarded as including goods and services designed to harness renewable energy and materials, eliminate emissions and waste, and reduce the use of natural resources. In addition, under normal circumstances we will invest at least 70% of our assets in privately held companies and in public companies with market capitalizations less than \$250 million. Our portfolio is primarily composed of equity and equity derivative securities of technology and cleantech companies (as defined above). These investments generally range between \$1 million and \$10 million each, although the investment size will vary proportionately with the size of the Company’s capital base. The Company’s shares are listed on the NASDAQ Global Market under the symbol “SVVC.”

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of the Company’s financial statements included in this report:

**USE OF ESTIMATES.** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

**PORTFOLIO INVESTMENT VALUATIONS.** Investments are stated at “value” as defined in the 1940 Act and in the applicable regulations of the Securities and Exchange Commission and in accordance with GAAP. Value, as defined in Section 2(a)(41) of the 1940 Act, is (i) the market value of those securities for which a market quotation is readily available and (ii) the fair value as determined in good faith by, or under the direction of, the board of directors for all other securities and assets. On December 31, 2012, our financial statements include venture capital investments valued at \$36,396,415. The fair values of our venture capital investments were determined in good faith by, or under the direction of, the Board. Upon sale of these investments, the values that are ultimately realized may be different from what is presently estimated. The difference could be material. Also see note 6 regarding the fair value of the company’s investments.

**CASH AND CASH EQUIVALENTS.** The Company considers liquid assets deposited with a bank, investments in money market funds, and certain short-term debt instruments with maturities of three months or less to be cash equivalents. These investments represent amounts held with financial institutions that are readily accessible to pay our expenses or purchase investments. Cash and cash equivalents are valued at cost plus accrued interest, which approximates market value.

**RESTRICTED SECURITIES.** At December 31, 2012, we held \$40,719,310 in restricted securities.

**MILESTONE AND CONTINGENT PAYMENTS FROM SALE OF INVESTMENT.** As indicated in Note 1, the Company acquired its initial portfolio through the reorganization of Firsthand Technology Value Fund, a series of Firsthand Funds, into the Company, which occurred on April 15, 2011. The assets transferred in the reorganization include a \$40,231 contingent receivable originating



from the sale of Solaicx, Inc. to MEMC Electronic Materials, Inc. for an initial cash payment plus possible future cash payments if certain milestone and contingent criteria are met. This milestone payment is valued based on an estimate. There can be no assurances as to how much of this amount we will ultimately realize or when it will be realized, if at all.

**INCOME RECOGNITION.** Dividend income is recorded on the ex-dividend date. Interest income is accrued as earned. Discounts and premiums on securities purchased are amortized over the lives of the respective securities. Other non-cash dividends are recognized as investment income at the fair value of the property received. When debt securities are determined to be non-income producing, the Company ceases accruing interest and writes off any previously accrued interest. These write-offs are recorded as a debit to interest income. During the year ended December 31, 2012, the Company earned \$13,478 in interest on interest-bearing accounts. During the year ended December 31, 2012, the Company recorded \$675,238 of bridge/term note interest.

**SHARE VALUATION.** The net asset value (“NAV”) per share of the Fund is calculated by dividing the sum of the value of the securities held by the Fund, plus cash or other assets, minus all liabilities (including estimated accrued expenses) by the total number of shares outstanding of the Fund, rounded to the nearest cent.

**REALIZED GAIN OR LOSS AND UNREALIZED APPRECIATION OR DEPRECIATION OF PORTFOLIO INVESTMENTS.** A realized gain or loss is recognized when an investment is disposed of and is computed as the difference between the Company’s cost basis in the investment at the disposition date and the net proceeds received from such disposition. Unrealized appreciation or depreciation is computed as the difference between the fair value of the investment and the cost basis of such investment.

**INCOME TAXES.** As we intend to continue to qualify as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”), the Company does not provide for income taxes. The Company recognizes interest and penalties in income tax expense.

**FOREIGN CURRENCY TRANSLATION.** The accounting records of the Company are maintained in U.S. dollars. All assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the rate of exchange of such currencies against U.S. dollars on the date of valuation.

**SECURITIES TRANSACTIONS.** Securities transactions are accounted for on the date the transaction for the purchase or sale of the securities is entered into by the Company (*i.e.*, trade date).

**CONCENTRATION OF CREDIT RISK.** The Company places its cash and cash equivalents with financial institutions and, at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit.

**OPTIONS.** The Company is subject to equity price risk in the normal course of pursuing its investment objectives and may enter into options written to hedge against changes in the value of equities. The Company may purchase put and call options to attempt to provide protection against adverse price effects from anticipated changes in prevailing prices of securities or stock indices. The Company may also write put and call options. When the Company writes an option, an amount equal to the premium received by the Company is recorded as a liability and is subsequently adjusted to the current fair value of the option written.

Premiums received from writing options that expire unexercised are treated by the Company on the expiration date as realized gains from investments. The difference between the premium and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is also treated as a realized gain, or, if the premium is less than the amount paid for the closing purchase transaction, as a realized loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security or currency in determining whether the Company has realized a gain or loss. The Company as writer of an option bears the market risk of an unfavorable change in the price of the security underlying the written option.

The market value of the Company’s purchased options as of December 31, 2012 can be found on the Schedule of Investments. The net realized gains/(loss) from purchased and written options and the net change in unrealized appreciation (depreciation) on purchased and written options for the year ended December 31, 2012 can be found on the Statement of Operations.

The number of option contracts written and the premiums received during the year ended December 31, 2012, were as follows:

	<u>CONTRACTS</u>	<u>RECEIVED</u>
Options outstanding, beginning of year	—	\$ —
Options written during period	6,000	\$ 150,093
Options expired during period	(6,000)	\$ (150,093)
Options outstanding, end of year	<u>—</u>	<u>\$ —</u>

### NOTE 3. BUSINESS RISKS AND UNCERTAINTIES

We plan to invest a substantial portion of our assets in privately-held companies, the securities of which are inherently illiquid. We also seek to invest in small publicly-traded companies that we believe have exceptional growth potential and to make opportunistic investments in publicly-traded companies, both large and small. In the case of investments in small publicly-traded companies, although these companies are publicly traded, their stock may not trade at high volumes, and prices can be volatile, which may restrict our ability to sell our positions. These privately held and publicly traded businesses tend to lack management depth, have limited or no history of operations and typically have not attained profitability. Because of the speculative nature of our investments and the lack of public markets for privately held investments, there is greater risk of loss than is the case with traditional investment securities.

We do not choose investments based on a strategy of diversification. We also do not rebalance the portfolio should one of our portfolio companies increase in value substantially relative to the rest of the portfolio. Therefore, the value of our portfolio may be more vulnerable to events affecting a single sector, industry or portfolio company and, therefore, may be subject to greater volatility than a company that follows a diversification strategy.

Because there is typically no public or readily-ascertainable market for our interests in the small privately-held companies in which we invest, the valuation of those securities is determined in good faith by the Valuation Committee, comprised of all members of the Board who are not “interested persons” of the Company, as such term is defined in Section 2(a)(19) of the 1940 Act, in accordance with our Valuation Procedures and is subject to significant estimates and judgments. The determined value of the securities in our portfolio may differ significantly from the values that would be placed on these securities if a ready market for the securities existed. Any changes in valuation are recorded in our Statement of Operations as “Net increase (decrease) in unrealized appreciation on investments.” Changes in valuation of any of our investments in privately-held companies from one period to another may be volatile.

The Board may, from time to time, engage an independent valuation firm to provide it with valuation assistance with respect to certain of our portfolio investments. The Company intends to continue to engage an independent valuation firm to provide us with assistance regarding our determination of the fair value of select portfolio investments each quarter unless directed by the Board to cancel such valuation services. The scope of the services rendered by an independent valuation firm is at the discretion of the Board. The Board 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 Board has approved a multi-step valuation process to be followed each quarter, as described below:

- (1) each quarter the valuation process begins with each portfolio company or investment being initially valued by the Adviser Valuation Committee or the independent valuation firm;
- (2) the Valuation Committee of the Board on a quarterly basis reviews the preliminary valuation of the Adviser Valuation Committee and that of the independent valuation firms and makes the fair value determination, in

good faith, based on the valuation recommendations of the Adviser Valuation Committee and the independent valuation firms; and

- (3) at each quarterly Board meeting, the Board considers the valuations recommended by the Adviser Valuation Committee and the independent valuation firms that were previously submitted to the Valuation Committee of the Board and ratifies the fair value determinations made by the Valuation Committee of the Board.

#### NOTE 4. INVESTMENT MANAGEMENT FEE

The Company has entered into an investment management agreement (the “Investment Management Agreement”) with Firsthand Capital Management, Inc., which was previously known as SiVest Group, Inc. (“FCM” or the “Adviser”), pursuant to which the Company will pay FCM a fee for providing investment management services consisting of two components—a base management fee and an incentive fee.

The base management fee will be calculated at an annual rate of 2.00% of our gross assets. For services rendered under the Investment Management Agreement, the base management fee will be payable quarterly in arrears. The base management fee will be calculated based on the average of (1) the value of our gross assets at the end of the current calendar quarter and (2) the value of the Company’s gross assets at the end of the preceding calendar quarter; and will be appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial month or quarter will be pro-rated.

The incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Management Agreement, as of the termination date), commencing on April 15, 2011, and equals 20% of the Company’s realized capital gains, if any, on a cumulative basis from inception through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid incentive fees, provided that the incentive fee determined as of December 31, 2012, will be calculated for a period of shorter than twelve calendar months to take into account any realized gains computed net of all realized capital losses and unrealized capital depreciation from inception. As of December 31, 2012, there were no incentive fees paid or accrued for.

#### NOTE 5. DEBT

The Company currently has no plan to use leverage and does not have any significant outstanding debt obligations (other than normal operating expense accruals).

#### NOTE 6. FAIR VALUE

Securities traded on stock exchanges, or quoted by NASDAQ, are valued according to the NASDAQ Stock Market, Inc. (“NASDAQ”) official closing price, if applicable, or at their last reported sale price as of the close of trading on the New York Stock Exchange (“NYSE”) (normally 4:00 P.M. Eastern Time). If a security is not traded that day, the security will be valued at its most recent bid price.

Securities traded in the over-the-counter market, but not quoted by NASDAQ, are valued at the last sale price (or, if the last sale price is not readily available, at the most recent closing bid price as quoted by brokers that make markets in the securities) at the close of trading on the NYSE.

Securities traded both in the over-the-counter market and on a stock exchange are valued according to the broadest and most representative market.

Securities and other assets that do not have market quotations readily available are valued at their fair value as determined in good faith by the Board of Directors of the Company (the “Board”) in accordance with the Valuation Procedures adopted by the Valuation Committee, a committee of the Board.

In pricing illiquid, privately placed securities, the Board of Directors is responsible for (1) determining overall valuation guidelines and (2) ensuring that the investments of the Company are valued within the prescribed guidelines.

The Valuation Committee, comprised of all of the independent Board members, is responsible for determining the valuation of the Company’s assets within the guidelines established by the Board of Directors. The Valuation Committee receives information and recommendations from the Adviser and an independent valuation firm.

The values assigned to these investments are based on available information and do not necessarily represent amounts that might ultimately be realized when that investment is sold, as such amounts depend on future circumstances and cannot reasonably be determined until the individual investments are actually liquidated or become readily marketable.

**APPROACHES TO DETERMINING FAIR VALUE.** GAAP 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 (exit price). In effect, GAAP applies fair value terminology to all valuations whereas the 1940 Act applies market value terminology to readily marketable assets and fair value terminology to other assets.

The main approaches to measuring fair value utilized are the market approach, the income approach, and the asset-based approach. The choice of which approach to use in a particular situation depends on the specific facts and circumstances associated with the company, as well as the purpose for which the valuation analysis is being conducted. SiVest and the independent valuation firm rely primarily on the market and income approaches. We also considered the asset-based approach in our analysis because certain of the portfolio companies do not have substantial operating earnings relative to the value of their underlying assets.

- Market Approach (M): The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. For example, the market approach often uses market multiples derived from a set of comparables. Multiples might lie in ranges with a different multiple for each comparable. The selection of where within the range each appropriate multiple falls requires the use of judgment in considering factors specific to the measurement (qualitative and quantitative).
- Income Approach (I): The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present value amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. Those valuation techniques include present value techniques; option-pricing models, such as the Black-Scholes-Merton formula (a closed-form model) and a binomial model (a lattice model), which incorporate present value techniques; and the multi-period excess earnings method, which is used to measure the fair value of certain assets.
- Asset-Based Approach (A): The asset-based approach examines the value of a company’s assets net of its liabilities to derive a value for the equity holders.

**FAIR VALUE MEASUREMENT.** In accordance with the guidance from the Financial Accounting Standards Board on fair value measurements and disclosures under GAAP, the Company discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (Level 3 measurements).

The guidance establishes three levels of the fair value hierarchy as follows:

- Level 1 -** Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the date of measurement.

- Level 2 -** Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument in an inactive market, prices for similar instruments in an active or inactive market, interest rates, prepayment speeds, credit risks, yield curves, default rates, and similar data.
- Level 3 -** Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Company's own assumptions about the assumptions a market participant would use in valuing the asset or liability based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following is a summary of the inputs used to value the Company's net assets as of December 31, 2012:

	LEVEL 1 QUOTED PRICES	LEVEL 2 OTHER SIGNIFICANT OBSERVABLE INPUTS	LEVEL 3 SIGNIFICANT UNOBSERVABLE INPUTS
Common Stocks			
Intellectual Properties	\$ —	\$ —	\$ 456
Internet	—	—	2,803,658
Other Electronics	2,491,363	—	—
Renewable Energy	—	—	4,322,895
Services	—	—	1
Social Networking	15,978,000	—	13,369,647
Total Common Stocks	18,469,363	—	20,496,657
Preferred Stocks			
Intellectual Property	\$ —	\$ —	\$ 575,261
Renewable Energy	—	—	208,185
Semiconductor Equipment	—	—	3,933,780
Services	—	—	369,192
Social Networking	—	—	3,294,857
Total Preferred Stocks	—	—	8,381,275
Asset Derivatives *			
Equity Contracts	\$ —	\$ —	\$ 6,091,378
Total Asset Derivatives	—	—	6,091,378
Convertible Notes			
Intellectual Property	\$ —	\$ —	\$ 5,750,000
Total Convertible Notes	—	—	5,750,000
Total	\$ 18,469,363	\$ —	\$ 40,719,310

\* Asset derivatives include warrants and purchased options.

At the end of each calendar quarter, management evaluates the Level 2 and Level 3 assets and liabilities for changes in liquidity, including but not limited to: whether a broker is willing to execute at the quoted price, the depth and consistency of prices from third party services, and the existence of contemporaneous, observable trades in the market. Additionally, management

evaluates the Level 1 and Level 2 assets and liabilities on a quarterly basis for changes in listings or delistings on national exchanges. Transfers in and out of the levels are recognized at the value at the end of the period. There were no significant transfers between Levels 1 and 2 during the period since commencement of operations and ended December 31, 2012.

Following is a reconciliation of Level 3 assets (at either the beginning or the ending of the period) for which significant unobservable inputs were used to determine fair value.

<b>INVESTMENTS AT FAIR VALUE USING SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)</b>	<b>BALANCE AS OF 12/31/11</b>	<b>GROSS PURCHASES</b>	<b>GROSS SALES</b>	<b>NET REALIZED GAINS</b>	<b>NET UNREALIZED APPRECIATION (DEPRECIATION) <sup>(1)</sup></b>	<b>TRANSFERS IN (OUT) OF LEVEL 3</b>	<b>BALANCE AS OF 12/31/12</b>
Common Stocks							
Intellectual Property	\$ 180	\$ —	\$ —	\$ —	\$ 276	\$ —	\$ 456
Internet	—	4,558,112	—	—	(1,754,454)	—	2,803,658
Renewable Energy	—	6,737,925	—	—	(2,415,030)	—	4,322,895
Services	—	—	—	—	1	—	1
Social Networking	4,475,000	30,558,900	(3,157,210)	412,210	(2,941,253)	(15,978,000)	13,369,647
Preferred Stocks							
Advanced Materials	—	6,000,000	—	—	(418,721)	—	5,581,279
Intellectual Property	793,487	—	—	—	(218,226)	—	575,261
Networking	298	—	(1)	(297)	—	—	—
Renewable Energy	3,445,335	—	—	—	(3,237,150)	—	208,185
Semiconductor							
Equipment	—	4,000,000	—	—	(66,220)	—	3,933,780
Services	173,396	—	—	—	195,796	—	369,192
Social Networking	—	3,522,000	—	—	(227,143)	—	3,294,857
Asset Derivatives							
Equity Contracts	517,204	—	—	—	(7,105)	—	510,099
Convertible Bonds							
Intellectual Property	2,043,450	4,000,000	—	—	(293,450)	—	5,750,000
<b>Total</b>	<b>\$ 11,448,350</b>	<b>\$ 59,376,937</b>	<b>\$ (3,157,211)</b>	<b>\$ 411,913</b>	<b>\$ (11,382,679)</b>	<b>\$ (15,978,000)</b>	<b>\$ 40,719,310</b>

(1) The net change in unrealized depreciation from Level 3 instruments held as of December 31, 2012 was \$(8,290,680).

The below chart represents quantitative disclosure about significant unobservable inputs for Level 3 fair value measurements:

	<b>FAIR VALUE AT 12/31/12</b>	<b>VALUATION TECHNIQUES</b>	<b>UNOBSERVABLE INPUTS</b>	<b>RANGE (WEIGHTED AVG.)</b>
Direct venture capital investments: Services	\$0.4M	Market Comparable Companies	EBITDA Multiple Discount for Lack of Marketability	5.9x - 6.4x 0.0% - 24.7%
Direct venture capital investments: Social Networking	\$16.7M	Prior Transaction Analysis	Volatility Risk-Free Rate Discount for Lack of Marketability	62.66% 0.25% 30.30%
Direct venture capital investments: Intellectual Property	\$6.3M	Market Comparable Companies	Revenue Multiple EBITDA Multiple Discount for Lack of Marketability	0.9x - 1.1x 6.3x - 8.6x 0.0% - 47.9%

	FAIR VALUE AT 12/31/12	VALUATION TECHNIQUES	UNOBSERVABLE INPUTS	RANGE (WEIGHTED AVG.)
Direct venture capital investments: Renewable Energy	\$4.5M	Prior Transaction Analysis	Volatility	94.02%
		Market Comparable Companies	Risk-Free Rate	0.36%
			Discount for Lack of Marketability	0.0% - 57.6%
			Revenue Multiple	0.7x - 0.8x
			EBITDA Multiple	4.0x - 7.1x
Direct venture capital investments: Internet	\$2.8M	Prior Transaction Analysis	Volatility	44.5%
			Risk-Free Rate	0.25%
			Discount for Lack of Marketability	22.10%
Direct venture capital investments: Advanced Materials	\$6.0M	Prior Transaction Analysis	Volatility	58.32%
			Risk-Free Rate	0.72%
			Discount for Lack of Marketability	0.0% - 46.0%
Direct venture capital investments: Semiconductor Equipment	\$4.0M	Prior Transaction Analysis	Volatility	54.35%
			Risk-Free Rate	0.36%
			Discount for Lack of Marketability	0.0% - 35.5%

## NOTE 7. FEDERAL INCOME TAXES

The Company has elected, and intends to qualify annually, for the special tax treatment afforded regulated investment companies under the Internal Revenue Code of 1986, as amended (the "Code"). As provided in the Code, in any fiscal year in which a BDC so qualifies and distributes at least 90% of its taxable net income, the BDC (but not the shareholders) will be relieved of federal income tax on the income distributed. Accordingly, no provision for income taxes has been made. To avoid imposition of the excise tax applicable to regulated investment companies, the Company intends to declare as dividends in each calendar year at least 98% of its net investment income (earned during the calendar year) and 98% of its net realized capital gains (earned during the 12 months ended October 31) plus undistributed amounts, if any, from prior years.

### TAX TABLES

#### Reclassification of Capital Accounts

	INCREASE (DECREASE)		
	Paid-in-Capital	Accumulated Net Investment Income (Loss)	Accumulated Net Realized Gain (Loss)
Firsthand Technology Value Fund	\$ (3,309,141)	\$ 3,309,139	\$ 2

As of December 31, 2012, the Fund had short-term capital loss carry forwards for federal income tax purposes in the amount of \$(183,638), which do not expire.

#### Components of Distributable Earnings as of 12/31/12

	FIRSTHAND TECHNOLOGY VALUE FUND
Net Unrealized Appreciation (Depreciation)	\$ (21,055,914)
Accumulated Capital Loss Carryforward	(183,638)
Total Distributable Earnings	\$ (21,239,552)

The Company is subject to tax provisions that establish a minimum threshold for recognizing, and a system for measuring, the benefits of a tax position taken or expected to be taken in a tax return. Taxable years ending 2011 and 2012 remain open to federal and state audit. As of December 31, 2012, management has evaluated the application of these provisions to the Company, and has determined that no provision for income tax is required in the Company's financial statements for uncertain tax provisions.

## NOTE 8. INVESTMENT TRANSACTIONS

Investment transactions (excluding short-term investments) were as follows for the year ended December 31, 2012.

### PURCHASES AND SALES

Purchases of investment securities	\$ <u>59,876,937</u>
Proceeds from sales and maturities of investment securities	\$ <u>3,657,210</u>

## NOTE 9. INVESTMENTS IN AFFILIATES AND CONTROLLED INVESTMENTS

Under the 1940 Act, the Company is required to identify investments where it owns greater than 5% (but less than 25%) of the portfolio company's outstanding voting shares as an affiliate of the Company. Also, under the 1940 Act, the Company is required to identify investments where it owns greater than 25% of the portfolio company's outstanding voting shares as a controlled investment of the Company. A summary of the Company's investments in affiliates and controlled investments for the period from December 31, 2011, through December 31, 2012, is noted below:

### SHARES/PAR ACTIVITY

AFFILIATE/ CONTROLLED INVESTMENT*	BALANCE AT 12/31/11	PURCHASES/ MERGER	SALES/ MATURITY/ EXPIRATION	BALANCE AT 12/31/12	REALIZED GAIN (LOSS)	INTEREST	VALUE 12/31/12	ACQUISITION COST
Pivotal Systems, Series A	—	4,765,876	—	4,765,876	\$ —	\$ —	\$ 3,933,780	\$4,000,000
Pivotal Systems, Series A Warrants	—	3,176,935	—	3,176,935	—	—	66,220	—
QMAT, Series A*	—	6,000,000	—	6,000,000	—	—	5,581,279	6,000,000
QMAT, Common Warrant*	—	2,000,000	—	2,000,000	—	—	418,721	—
Silicon Genesis Corp., Common	901,892	10,000	—	911,892	—	—	456	169,045
Silicon Genesis Corp., Convertible Note	1,250,000	—	—	1,250,000	—	346,019	1,250,000	1,610,753
Silicon Genesis Corp., Convertible Note	500,000	—	—	500,000	—	114,742	500,000	500,000
Silicon Genesis Corp., Convertible Note	—	1,000,000	—	1,000,000	—	195,575	1,000,000	1,000,000
Silicon Genesis Corp., Term Note	—	3,000,000	—	3,000,000	—	14,784	3,000,000	3,000,000
Silicon Genesis Corp., Convertible Note	—	500,000	(500,000)	—	—	4,118	—	—
Silicon Genesis Corp., Common Warrant	37,892	—	—	37,982	—	—	19	6,678
Silicon Genesis Corp., Common Warrant	5,000,000	—	—	5,000,000	—	—	500	—
Silicon Genesis Corp., Common Warrant	—	3,000,000	—	3,000,000	—	—	300	—
Silicon Genesis Corp., Series 1-C	82,914	—	—	82,914	—	—	2,794	109,518



AFFILIATE/ CONTROLLED INVESTMENT*	SHARES/PAR ACTIVITY						INTEREST	VALUE 12/31/12	ACQUISITION COST
	BALANCE AT 12/31/11	PURCHASES/ MERGER	SALES/ MATURITY/ EXPIRATION	BALANCE AT 12/31/12	REALIZED GAIN (LOSS)				
Silicon Genesis Corp., Series 1-D	850,830	—	—	850,830	—	—	7,913	431,901	
Silicon Genesis Corp., Series 1-E	5,704,480	—	—	5,704,480	—	—	462,633	2,946,535	
Silicon Genesis Corp., Series 1-E Warrant	94,339	—	—	94,339	—	—	217	13,012	
Silicon Genesis Corp., Series 1-E Warrant	1,257,859	—	—	1,257,859	—	—	3,522	173,500	
Silicon Genesis Corp., Series 1-F	912,453	—	—	912,453	—	—	101,921	583,060	
Total Affiliates and Controlled Investments							\$ 16,330,275	\$ 20,544,002	
Total Affiliates							\$ 10,330,275	\$ 14,544,002	
Total Controlled Investments							\$ 6,000,000	\$ 6,000,000	

\* *Controlled investment.*

As of December 31, 2012, Kevin Landis represents the Company and sits on the board of directors of Pivotal Systems, Inc.; Silicon Genesis Corporation; and QMAT, Inc. Serving on boards of directors of portfolio companies may cause conflicts of interest. The Adviser has adopted various procedures to ensure that the Company will not be unfavorably affected by these potential conflicts.

#### **QMAT Financial Summary\***

Total Assets	\$	7,000,000
Total Liabilities		—
Net Shareholder Equity	\$	7,000,000
Total Revenues	\$	—
Total Expenses		—
Net Income	\$	—

\* *The Company owns approximately 85% of the voting shares outstanding.*

## **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

## **Item 9A. CONTROLS AND PROCEDURES**

### **DISCLOSURE CONTROLS AND PROCEDURES**

Our Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2011 and, based on that evaluation, have concluded that the disclosure controls and procedures are effective.

## **REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and financial officer, or persons performing similar functions, and effected by our board of directors, management, and other personnel, 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 and includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Our management evaluated as of December 31, 2012 the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2012. Our independent registered public accounting firm, Tait, Weller & Baker LLP, issued a report on the effectiveness of our internal control over financial reporting as of December 31, 2012, which appears on page 37 herein.

## **INHERENT LIMITATIONS OF EFFECTIVENESS OF CONTROLS**

Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been no changes in our internal control over financial reporting that occurred during our fourth quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Item 9B. OTHER INFORMATION**

None

## Part III

### **Item 10. DIRECTORS, EXECUTIVES OFFICERS AND CORPORATE GOVERNANCE**

Reference is made to the information with respect to “Directors and Executive officers of the Registrant” to be contained in the Company’s proxy statement to be filed with the SEC, in connection with the Company’s annual meeting of shareholders to be held in 2013 (the “2013 Proxy Statement”), which information is incorporated herein by reference.

The Company has adopted a code of ethics that applies to the Company’s chief executive officer, a copy of which is posted on our website <http://www.firsthandtvf.com>.

Our CEO certifies the accuracy of the financial statements contained in our periodic reports, and so certified in this Form 10-K through the filing of Section 302 certifications as exhibits to this Form 10-K.

### **Item 11. EXECUTIVE COMPENSATION**

Reference is made to the information with respect to “Compensation of Directors” to be contained in the 2013 Proxy Statement, which information is incorporated herein by reference.

### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information set forth under the caption “How Many Shares Do the Company’s Principal Shareholders, Directors and Executive Officers Own?” in the 2013 Proxy Statement is herein incorporated by reference.

### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information set forth under the captions “Nominees” and “Related Party Transactions” in the 2013 Proxy Statement is herein incorporated by reference.

### **Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information set forth under the captions “Audit Committee’s Pre-Approval Procedures” and “Fees Paid to Tait, Weller & Baker for 2012” in the 2013 Proxy Statement is herein incorporated by reference.

## Part IV

### Item 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES

#### 1. Financial Statements

The following financial statements of Firsthand Technology Value Fund, Inc. (the “Company” or the “Registrant”) are filed herewith:

##### AUDITED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm .....	36
Statement of Assets and Liabilities as of December 31, 2012 .....	38
Schedule of Investments as of December 31, 2012 .....	39
Statement of Operations as of December 31, 2012 .....	41
Statement of Cash Flows as of December 31, 2012.....	42
Statement of Changes in Net Assets as of December 31, 2012.....	43
Financial Highlights .....	44
Notes to Financial Statements.....	45

#### 2. The following financial statement schedule is filed herewith:

Schedule 12-14 Investments In and Advances to Affiliates

#### 3. Exhibits required to be filed by Item 601 of Regulation S-K.

##### Number Description

- 3.1. Registrant’s Articles of Amendment and Restatement are incorporated by reference to Exhibit (a)(2) of Pre-Effective Amendment No. 1 to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 3.2. Certificate of Correction to Registrant’s Articles of Amendment and Restatement is incorporated by reference to Exhibit (a)(2) of Registration statement for closed-end investment companies on Form N-2 (File No. 333-179606) as filed with the Securities and Exchange Commission on February 21, 2012.
- 3.3. Registrant’s Amended and Restated Bylaws are incorporated by reference to Exhibit (b)(2) of Pre-Effective Amendment No. 1 to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 10.1. Registrant’s Dividend Reinvestment Plan is incorporated by reference to Exhibit (e) of Pre-Effective Amendment to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 10.2. Form of Investment Management Agreement between Registrant and SiVest Group, Inc. (now known as Firsthand Capital Management, Inc.) is incorporated by reference to Exhibit (g) of Pre-Effective Amendment to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 10.3. Form of Custodian Services Agreement between Registrant and PFPC Trust Company is incorporated by reference to Exhibit (j) of Pre-Effective Amendment to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 10.4. Form of Administration and Accounting Agreement between Registrant and BNY Mellon Investment Servicing (US), Inc. is incorporated by reference to Exhibit (k)(1) of Pre-Effective Amendment to the Registrant’s Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 10.5. Notice of Assignment dated February 9, 2011 by PFPC Trust Company assigning Custodian Services Agreement is incorporated by reference to the Registrant’s Registration Statement on Form N-2 (File No. 333-179606) as filed with the Securities and Exchange Commission on February 21, 2012.

- 10.6 Form of Transfer Agency Services Agreement between Registrant and BNY Mellon Investment Servicing (US), Inc. is incorporated by reference to Exhibit (k)(2) of Pre-Effective Amendment to the Registrant's Registration Statement on Form N-2 (File No. 333-168195) as filed with the Securities and Exchange Commission on September 24, 2010.
- 14.1 Registrant's Code of Ethics for Principal Executives and Senior Financial Officers is incorporated by reference to Exhibit 14 to the Registrant's Form 10-K as filed with the Securities and Exchange Commission on March 12, 2012.
- 24.1 Power of Attorney is incorporated by reference to Exhibit 24 to the Registrant's Form 10-K as filed with the Securities and Exchange Commission on March 21, 2012.
- 31.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002— filed herewith.
- 32.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 —filed herewith.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRSTHAND TECHNOLOGY VALUE FUND, INC.



Date: March 18, 2013

By: \_\_\_\_\_  
 Kevin Landis  
 President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Kevin Landis</u> Kevin Landis	Chairman of the Board and Chief Executive Officer and Chief Financial Officer	March 18, 2013
* <u>Greg Burglin</u>	Director	March 18, 2013
* <u>Rodney Yee</u>	Director	March 18, 2013
* <u>Kimun Lee</u>	Director	March 18, 2013

\* Signed by Kevin Landis pursuant to powers of attorney.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Descriptions</b>
31.1	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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# Privacy Notice

## FIRSTHAND TECHNOLOGY VALUE FUND, INC.

Firsthand Technology Value Fund, Inc. and Firsthand Capital Management, Inc. are committed to protecting the privacy of the shareholders of Firsthand Technology Value Fund, Inc. This notice describes our privacy policy.

To administer and service your account, we collect nonpublic personal information about you from account applications and other related forms. We also keep records of your transactions.

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law. We may share information with Firsthand Capital Management, Inc. and the Firsthand families of companies in the course of providing or offering products and services to best meet your investing needs. We may also share information with our service providers (such as the Fund's transfer agent) in order for them to process your requests and transactions. We prohibit our service providers from using the information that they receive from us for any purpose other than to provide service for your account.

We designed our privacy policy to protect your personal information. At Firsthand, access to such information is limited to those who need it to perform their duties, such as servicing your account, resolving problems, or informing you of new products or services. We maintain physical, electronic, and procedural safeguards that comply with federal privacy standards to guard your nonpublic information.

**LETTER TO SHAREHOLDERS - CONTINUED FROM INSIDE FRONT COVER**

Late in the year, we made a couple of investments in earlier-stage companies. The first was in a Bay Area company called Pivotal Systems Corporation, a business we believe to be in the right place at the right time. Pivotal has developed a unique component in an often-overlooked corner of the semiconductor equipment industry. Using Pivotal's technology, customers can perform real-time monitoring and process control during manufacturing operations. We believe this capability is critically important to leading-edge semiconductor manufacturers as fabrication processes continue to demand higher precision.

We made an investment in December in an early-stage company called QMAT, Inc. QMAT is developing advanced materials technologies for the electronics industry.

Taking a step back to take a look at the broader venture capital landscape, we are again drawn to Facebook, and the impact the company's IPO had on the market. Many observers, ourselves included, believed that a successful Facebook IPO could have re-ignited an otherwise lackluster market for IPOs. Alas, this did not come to pass and, for the second year in a row, we witnessed a decline in both the number of IPOs and in M&A transactions for venture-backed companies.

Against this backdrop, we found the investment environment more challenging in the second half of the year. Specifically, it has become more difficult for companies to close private funding rounds. While this dark cloud has made investing more difficult lately, the silver lining is that valuations have become much more attractive on the deals we are able to complete.

The challenging IPO market has also cast secondary transactions in private company stock in a different light. With exit opportunities becoming more scarce, secondary transactions have become much more risky. In addition, we believe that the availability of shares in top-tier private companies on organized secondary exchanges declined dramatically in 2012. The combination of fewer primary deals being completed and the declining volume on secondary exchanges means that we now face more challenges in deploying our capital. Therefore, it is likely going to take longer to invest our capital than we initially planned.

That's not all bad: There are worse things than proceeding more deliberately while getting better prices.

Despite the increasing challenges highlighted here, we continue to view investment in private technology and cleantech companies with great excitement. Small, private companies represent innovation, which is the fuel that powers technology sector growth. We thank you for entrusting your investment dollars with us, and we will continue to work hard to locate and invest in the most promising young growth companies.

Sincerely,

A handwritten signature in black ink, appearing to read 'K Landis', with a long horizontal flourish extending to the right.

Kevin Landis  
CEO and President  
Firsthand Technology Value Fund, Inc.



For stockholder inquiries, registered stockholders should call 1.800.331.1710. For general inquiries, please call 1.800.976.8776; or visit us on the web at <http://www.firsthandtvf.com>.