SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Stanton Sarah								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) C/O TRINITY	(First) Y CAPITAL ING	(Middle)		te of Earliest Trans 4/2024	action (Month	/Day/Year)	7	Officer (give title below) GC, CCO, a	other below and Secretary	,		
1 N. 1ST STR	REET, SUITE 30)2	4. lf /	Amendment, Date o	f Original File	d (Month/Day/Year)	Line)	vidual or Joint/Grou				
(Street) PHOENIX	AZ	85004						Form filed by On Form filed by Mo Person				
(City)	(State)	(Zip)				tion Indication	to a contra	act, instruction or write	en plan that is int	ended to		
		Table I - Noi	n-Derivative S	Securities Acq	uired, Dis	posed of, or Bene	ficially	Owned				
1. Title of Secur	ity (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6. Ownership	7. Nature		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price			(1150.4)
Common Stock	06/14/2024		F ⁽¹⁾		1,162	D	\$14.82	104,031(2)	D	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Shares withheld to satisfy the reporting person's tax obligations in connection with vesting of restricted shares on June 14, 2024. Transaction exempt from Section 16(b) pursuant to Rule 16b-3. 2. Includes (1) 45,946 shares issued under the 2019 Trinity Capital Inc. Long Term Incentive Plan (the "LTIP") on March 15, 2024, which shares vest 25% on March 15, 2025, with the remaining 75% ofsuch shares vesting pro rata over the twelve full calendar quarters immediately following March 15, 2025; (2) 33,774 shares issued under the LTIP on March 15, 2023, which shares vested 25% on March 15, 2024, with the remaining 75% of such shares vesting pro rata over the twelve full calendar quarters immediately following March 15, 2022, which shares vested 25% on March 15, 2022, which shares vested 25% on March 15, 2023, with the remaining 75% of such shares vesting pro rata over the twelve full calendar quarters following March 15, 2023, with the remaining 75% of such shares vesting pro rata over the twelve full calendar quarters following March 15, 2023, which shares began vesting quarterly pro rata over the twelve full calendar quarters following March 15, 2023, and (4) 13,652 shares issued under the LTIP on September 15, 2021.

<u>/s/ Sarah Stanton</u> <u>06/18/2024</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.