## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	DC	20549
wasinington,	D.C.	20040

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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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* <u>Harder Gerald</u>		2. Issuer Name <b>and</b> Ticker or Trading Symbol Trinity Capital Inc. [ TRIN ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner							
(Fir	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/15/2023								X Officer (give title Other (specify below)  Chief Operating Officer					<u>'</u>
1 N. 1ST STREET, 3RD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
treet) HOENIX AZ 85004											X Form filed by One Reporting Person  Form filed by More than One Reporting  Person						
(Sta	ate) (Z	Zip)							suant to a c								
	Table	I - No	on-Deriva	tive	Secui	rities A	cquire	d, D	isposed o	f, or B	Beneficia	ally Own	ed				
		2. Transaction Date (Month/Day/Yea		Execution Date, (ear) if any				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		$\perp$						v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(max		(111341. 4)	
Stock			09/15/202	23			F <sup>(1)</sup>		1,988	D	\$14.78	195,950 <sup>(2)</sup>		D			_
Stock												10,000		I	Harder Family		
Stock												9,788		I LI Cu		Millenn Trust Co LLC Custodia FBO Gerald T	o. an Γ.
	Tal	ble II											d	,			_
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date Pricise (Month/Day/Year) (Month/Day/Year) Outline  3. Transaction Execution Date, If any (Month/Day/Year)  (Month/Day/Year)		4. Trans	saction	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number		8. Price of Derivative Security (Instr. 5)  Benefic Owned Following Report Transar		tive ties cially ling (I) (Instead ction(s)		hip of In Bend O) Own cct (Inst	lature idirect eficial iership ir. 4)		
	Stock Stock  2. Conversion or Exercise Price of Derivative	Stock  Stock  Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	Stock  Stock  Stock  Table II  Conversion or Exercise Price of Derivative (Month/Day/Year)	Stock  Stock  Table II - Derivati (e.g., pu  Conversion or Exercise Price of Derivative Price of Derivative  Stock  2. Transaction Date (Month/Day/Year)  An A. Deemed Execution Date, if any (Month/Day/Year)	Stock  Table II - Derivative S (e.g., puts, conversion of Exercise Price of Derivative Security  Stock  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  [Month/Day/Year]  3. Transaction Date (Month/Day/Year)  [Month/Day/Year]  [Month/Day/Year]  [Month/Day/Year]	Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  O9/15/2023  Table II - Derivative Security (e.g., puts, calls, v. Conversion or Exercise Price of Derivative Price	Table I - Non-Derivative Securities Adams   Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)	Table I - Non-Derivative Securities Acquired    Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   5. Odd (Month/Day/Year)   7. Transaction Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security   3. Transaction Date (Month/Day/Year)   3. Transaction Date (month/Day/Year)   3. Transaction Date (month/Day/Year)   3. Transaction Date (month/Day/Year)   5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   0. Date Date (Month/Day/Year)   0. Date (Month	Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   Code (Instr. 3)   2. Transaction Date (Month/Day/Year)   Code (Instr. 4)   3. Transaction Code (Instr. 4)   6. Date (Month/Day/Year)   Code (Instr. 4)   7. Table II - Derivative Securities Acquired, Discussion of Exercise Price of Date (Month/Day/Year)   S. Number of Date (A) or Disposed of (D) (Instr. 3, 4 and 5)   Date (Month/Day/Year)   Date	Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   (Month/	Table II - Derivative Securities Acquired, Disposed of, or Executing III - Derivative Securities Acquired, Disposed of, or Execution Date, (Month/Day/Year) (Mo	Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date (array (Month/Day/Year)   2A. Deemed Execution Date (I array (Month/Day/Year)   2A. Deemed Execution Date (Month/Day/	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own    Code   V   Amount   (A) or   Price	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   Month/Day/Year)   Month/Day/Ye	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)    2, Transaction Date (Month/Day/Year)   2, A Deemed	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) Price of Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Security (Instr. 3)  2. Transaction (Date (Instr. 4) (Instr. 3)  2. Transaction (Date (Instr. 4) (Instr. 4) (Instr. 4)  2. Transaction (Date (Instr. 4) (Instr. 4) (Instr. 4)  3. Transaction (Derivative Securities Acquired, Disposed of, or Beneficially Owned (Society Conversion Date (Date (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)  3. Transaction (Derivative Securities Acquired, Disposed of, or Beneficially Owned (Society Conversion Date (Instr. 4) (Instr. 4) (Instr. 4)  4. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Society Conversion Date (Instr. 4)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date, (Month/Day/Year)    2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date, (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Tran

# Explanation of Responses:

- 1. Shares withheld to satisfy the reporting person's tax obligations in connection with vesting of restricted shares on September 15, 2023. Transaction exempt from Section 16(b) pursuant to Rule 16b-3.
- 2. Includes (1) 43,352 restricted shares issued under the 2019 Trinity Capital Inc. Long Term Incentive Plan, which shares began quarterly vesting pro rata over the twelve full calendar quarters immediately following March 15, 2023; (2) 45,509 restricted shares issued under the 2019 Trinity Capital Inc. Long Term Incentive Plan, which shares began quarterly vesting pro rata over the twelve full calendar quarters immediately following September 15, 2021; and (3) 57,803 Restricted shares issued under the 2019 Trinity Capital Inc. Long Term Incentive Plan. 25% of such restricted shares shall vest on March 15, 2024, and the remaining 75% of such shares shall vest pro rata over the twelve full calendar quarters immediately following March 15, 2024.

#### Remarks:

Sarah Stanton is signing on behalf of Mr. Harder pursuant to the power of attorney dated September 2, 2021, which was previously filed with the Securities and Exchange Commission as an exhibit to the Form 4 Mr. Harder filed on September 2, 2021.

/s/ Sarah Stanton, on behalf of Gerald Harder

09/19/2023

\*\* 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.