

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

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>Brown Steve Louis</u>			2. Issuer Name and Ticker or Trading Symbol <u>Trinity Capital Inc. [ TRIN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O TRINITY CAPITAL INC. 1 N. 1ST STREET, SUITE 302			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication			<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
PHOENIX	AZ	85004						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/14/2024		F <sup>(1)</sup>		18,632	D	\$14.82	721,464 <sup>(2)</sup>	D	
Common Stock								540,746	I	By The Steven and Patricia Brown Family Trust, dated March 19, 1998

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of restricted shares on June 14, 2024. The Transaction is exempt from Section 16(b) pursuant to Rule 16b-3.
- Includes (1) 162,162 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% of such shares vesting pro rata over the twelve full calendar quarters immediately following March 15, 2025; (2) 219,653 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, 2024; (3) 219,653 shares issued under the LTIP 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; and (4) 204,793 shares issued under the LTIP on September 15, 2021, which shares began vesting quarterly pro rata over the twelve full calendar quarters immediately following September 15, 2021.

Remarks:

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

/s/ Sarah Stanton, on behalf of  
Steven L. Brown 06/18/2024

\*\* 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.