

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Testa Michael</u>  (Last) (First) (Middle) C/O TRINITY CAPITAL INC. 1 N. 1ST STREET, SUITE 302  (Street) PHOENIX AZ 85004  (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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>		729	D	\$14.82	66,665 <sup>(2)</sup>	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. 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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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.
- Includes (1) 40,541 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) 17,588 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) 5,780 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) 4,550 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.

/s/ Michael Testa 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.**