

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Trinity Capital Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation
or organization)

35-2670395

(IRS Employer
Identification No.)

1 N 1st Street

Suite 302

Phoenix, Arizona

(Address of principal executive offices)

85004

(Zip Code)

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

Title of each class to be so registered

7.00% Notes due 2025

Name of each exchange on which each class is to be registered

Nasdaq Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

Securities Act registration statement file number to which this form relates: **333-261782**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby consist of the 7.00% Notes due 2025 (the “Notes”) of Trinity Capital Inc., a Maryland corporation (the “Registrant”). The Notes are expected to be listed on The Nasdaq Global Select Market (“Nasdaq”) and to trade on Nasdaq within 30 days of the issue date under the trading symbol “TRINL.”

For a description of the Notes, reference is made to (i) the information set forth under the heading “Description of Our Debt Securities” in the Registrant’s prospectus included in Pre-Effective Amendment No. 1 to its Registration Statement on Form N-2 (Registration No. 333-261782) (as amended from time to time, the “Registration Statement”), as filed with the Securities and Exchange Commission (the “Commission”) on January 26, 2022 under the Securities Act of 1933, as amended (the “Securities Act”), and (ii) the information set forth under the headings “Specific Terms of The Notes and the Offering” and “Description of the Notes” in the Registrant’s prospectus supplement dated July 19, 2022, as filed with the Commission on July 20, 2022 pursuant to Rule 424 under the Securities Act. The foregoing descriptions are incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is hereby also incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

Number	Exhibit
3.1	<u>Articles of Amendment and Restatement of Trinity Capital Inc. (previously filed in connection with the Registrant’s Registration Statement on Form 10 (File No. 000-56139), filed on January 16, 2020 and incorporated by reference herein).</u>
3.2	<u>Bylaws of Trinity Capital Inc. (previously filed in connection with the Registrant’s Registration Statement on Form 10 (File No. 000-56139), filed on January 16, 2020 and incorporated by reference herein).</u>
4.1	<u>Base Indenture, dated as of January 16, 2020, by and between Trinity Capital Inc. and U.S. Bank National Association, as trustee (previously filed in connection with the Registrant’s Registration Statement on Form 10 (File No. 000-56139), filed on January 16, 2020 and incorporated by reference herein).</u>
4.2	<u>First Supplemental Indenture, dated as of January 16, 2020, by and between Trinity Capital Inc. and U.S. Bank National Association, as trustee (previously filed in connection with the Registrant’s Registration Statement on Form 10 (File No. 000-56139), filed on January 16, 2020 and incorporated by reference herein).</u>
4.3	<u>Form of 7.00% Note due 2025 (incorporated by reference to Exhibit 4.2 hereto).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 22, 2022

Trinity Capital Inc.

By: /s/ Steven L. Brown

Name: Steven L. Brown

Title: Chairman and Chief Executive Officer
