

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Zacharia Michael</u> <hr/> (Last) (First) (Middle) C/O TRINITY CAPITAL INC. 1 N. 1ST STREET, 3RD FLOOR <hr/> (Street) PHOENIX AZ 85004 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2021	
	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	11/12/2021		P		1,500	A	\$17.29 ⁽⁴⁾	15,000 ⁽²⁾	I	By The 2001 Michael E and Debra L Zacharia Trust, dated June 15, 2001
Common Stock	11/15/2021		P		1,440	A	\$17.32 ⁽³⁾	16,440 ⁽²⁾	I	By The 2001 Michael E and Debra L Zacharia Trust, dated June 15, 2001
Common Stock								3,033 ⁽⁴⁾⁽⁵⁾	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:

1. The price reported in Column 4 is a weighted average price, rounded to the nearest hundredth. These shares were bought in multiple transactions at prices ranging from \$17.27 and \$17.31 per share. The reporting person undertakes to provide Trinity Capital Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased as each separate price within the ranges set forth in this footnote.

2. On September 17, 2021, Mr. Zacharia filed a Form 4 (the "Prior Form 4") that inadvertently reported two rows of indirect ownership through The 2001 Michael E and Debra L Zacharia Trust, dated June 15, 2001 (the "Trust"). Specifically, under Table I of the Prior Form 4, the second row thereunder reported indirect ownership of 11,500 shares of the Company's common stock and the third row thereunder reported indirect ownership of 13,500 shares of the Company's common stock. Such second row was inadvertently included due to administrative error. Accordingly, the Prior Form 4 is hereby corrected to reflect that Mr. Zacharia's indirect ownership consisted only of 13,500 shares of the Company's common stock through the Trust, as of the date of filing of the Prior Form 4. Further, following the transactions reported on this Form 4, Mr. Zacharia indirectly owns 16,440 shares of the Company's common stock through the Trust.

3. The price reported in Column 4 is a weighted average price, rounded to the nearest hundredth. These shares were bought in multiple transactions at prices ranging from \$17.29 and \$17.33 per share. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased as each separate price within the ranges set forth in this footnote.

4. Includes restricted shares issued under the Trinity Capital Inc. 2019 Non-Employee Director Restricted Stock Plan, which restricted shares shall vest in full on the earlier of (1) September 15, 2022 or (2) the date immediately preceding the next annual meeting of stockholders of the Company.

5. The Prior Form 4 inadvertently reported Mr. Zacharia's direct ownership as 11,793 shares due to administrative error. As of the date of filing of the Prior Form 4, Mr. Zacharia's direct ownership consisted only of 3,033 restricted shares issued under the Trinity Capital Inc. 2019 Non-Employee Director Restricted Stock Plan. Accordingly, such error is hereby corrected to reflect that Mr. Zacharia's

direct ownership consisted only of such 3,033 restricted shares as of the date of filing of the Prior Form 4 and as of the date hereof .

Remarks:

Sarah Stanton is signing on behalf of Mr. Zacharia pursuant to the power of attorney dated December 31, 2020, which was previously filed with the Securities and Exchange Commission as an exhibit to the Form 3 Mr. Zacharia filed on December 31, 2020.

/s/ Sarah Stanton, on behalf of
Michael Zacharia 11/16/2021

** 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.