

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>Harder Gerald</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</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	12/15/2023		F ⁽¹⁾		3,097	D	\$15.22	192,853 ⁽²⁾	D	
Common Stock								10,000	I	By the Harder Family Living Trust, dated May 26, 2000
Common Stock								9,788	I	By Millennium Trust Co. LLC Custodian FBO Gerald T. Harder IRA

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 vesting of restricted shares on December 15, 2023. Transaction exempt from Section 16(b) pursuant to Rule 16b-3.
- 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 12/19/2023

** 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.

