

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 29, 2023**

TRINITY CAPITAL INC.
(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-39958
(Commission File Number)

35-2670395
(IRS Employer
Identification No.)

**1 N. 1st Street
3rd Floor
Phoenix, Arizona**
(Address of Principal Executive Offices)

85004
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(480) 374-5350**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	TRIN	Nasdaq Global Select Market
7% Notes due 2025	TRINL	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 – Other Events

On September 29, 2023, Trinity Capital Inc. issued a press release announcing an adjustment to the conversion rate for its 6.00% Convertible Notes due 2025. This press release is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Description
99.1	Press Release dated September 29, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

October 3, 2023

Trinity Capital Inc.

By: /s/ Steven L. Brown

Name: Steven L. Brown

Title: Chief Executive Officer



**Trinity Capital Inc. Announces Adjustment to Conversion Rate of its
6.00% Convertible Notes due 2025**

PHOENIX, Sept. 29, 2023 /PRNewswire/ -- Trinity Capital Inc. (Nasdaq: TRIN) ("Trinity" or the "Company"), a leading provider of diversified financial solutions to growth stage companies, today announced an adjustment to the conversion rate of its 6.00% Convertible Notes due 2025 (the "Convertible Notes") as a result of the Company's cash dividend of \$0.54 per share consisting of a regular dividend of \$0.49 per share and a supplemental dividend of \$0.05 per share, payable on October 13, 2023 to stockholders of record as of September 30, 2023. The ex-dividend date for such dividends was September 28, 2023.

Effective immediately after the close of business on September 29, 2023, the conversion rate of the Convertible Notes will be adjusted to 75.9145 shares of the Company's common stock per \$1,000 principal amount of Convertible Notes from the prior conversion rate of 74.6205 shares of the Company's common stock per \$1,000 principal amount of Convertible Notes, which had been in effect since July 1, 2023. As a result, effective as of such time, the conversion price applicable to the Convertible Notes will be adjusted to \$13.17 per share of common stock from \$13.40 per share of common stock.

The adjustment to the conversion rate of the Convertible Notes is being made pursuant to the second supplemental indenture, dated as of December 11, 2020, governing the Convertible Notes as a result of the Company's regular quarterly cash dividend discussed above exceeding the initial dividend threshold of \$0.30 per share of common stock set forth in the second supplemental indenture and the Company paying a supplemental cash dividend.

Notice of the conversion rate adjustment will be delivered to the holders of the Convertible Notes and U.S. Bank National Association, as trustee, in accordance with the terms of the second supplemental indenture governing the Convertible Notes.

Certain Information Regarding Distributions

The Company's objective is to distribute four quarterly distributions in an amount that approximates 90% to 100% of its taxable quarterly income or potential annual income for a particular year in order to qualify for tax treatment as a regulated investment company under the Internal Revenue Code of 1986. In addition, during any particular year, the Company may pay additional supplemental distributions, so that the Company distributes approximately all its annual taxable income in the year it was earned, or it may spill over the excess taxable income into the coming year for future distribution payments.

Distributions are paid from taxable earnings and may include a return of capital and/or capital gains. The specific tax characteristics of the distributions will be reported to stockholders on Form 1099-DIV after the end of the calendar year and in the Company's periodic reports filed with the Securities and Exchange Commission.

Forward-Looking Statements

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties, including the impact of the COVID-19 pandemic on the economy, financial markets, our business, our portfolio companies and our industry. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission. Trinity undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.

About Trinity Capital Inc.

Trinity (Nasdaq: TRIN), an internally managed business development company, is a leading provider of diversified financial solutions to growth stage companies with institutional equity investors. Trinity's investment objective is to generate current income and, to a lesser extent, capital appreciation through investments, including term loans, equipment financings and equity-related investments. Trinity believes it is one of only a select group of specialty lenders that has the depth of knowledge, experience, and track record in lending to growth stage companies. For more information, please visit the Company's website at www.trinitycap.com.

Contact

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