

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Estes Ronald E.</u><br><br>(Last) (First) (Middle)<br>C/O TRINITY CAPITAL INC.<br>1 N. 1ST STREET, SUITE 302<br><br>(Street)<br>PHOENIX AZ 85004<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Trinity Capital Inc. [ TRIN ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>08/26/2024                      |   |
|  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                            |   |

**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                    | 08/26/2024                           |  | P                              |   | 500   | A          | \$14.01  | 22,835.696 <sup>(1)(2)(3)</sup>   | D  |   |
| Common Stock                    | 08/26/2024                           |  | P                              |   | 500   | A          | \$13.992 | 23,335.696 <sup>(1)(3)</sup>  | D  |   |
| Common Stock                    | 08/26/2024                           |  | P                              |   | 500   | A          | \$13.95  | 23,835.696 <sup>(1)(3)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 8,837 <sup>(2)</sup>  | I  | By The Estes Revocable Trust, dated January 12, 1990  |

**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:**

- Reported holdings include shares acquired in dividend reinvestment transactions.
- Reported holdings have been updated to include certain shares indirectly owned by Mr. Estes through the Estes Revocable Trust dated January 12, 1990 in the row reporting his indirect ownership, which shares were erroneously included in the row reporting Mr. Estes' direct ownership in prior Form 4 filings due to administrative error.
- Includes 3,335 restricted shares issued under the Trinity Capital Inc. 2019 Non-Employee Director Restricted Stock Plan. Such restricted shares shall vest in full on the earlier of (1) June 12, 2025 or (2) the date immediately preceding the next annual meeting of stockholders.

**Remarks:**

Sarah Stanton is signing on behalf of Mr. Estes pursuant to the power of attorney dated March 11, 2021, which was previously filed with the Securities and Exchange Commission as an exhibit to the Form 4 Mr. Estes filed on March 12, 2021.

/s/ Sarah Stanton, on behalf of 08/28/2024  
Ronald E. Estes

\*\* 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.