

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Brown Steve Louis</u>  (Last) (First) (Middle) C/O TRINITY CAPITAL INC. 1 N. 1ST STREET, 3RD FLOOR  (Street) PHOENIX AZ 85004  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2022</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	12/08/2022		P		6,800	A	\$10.52 <sup>(1)</sup>	446,346 <sup>(2)(3)</sup>	D	
Common Stock								540,076	I	By The Steven and Patricia Brown Family Trust, dated March 19, 1998

**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:**

- The price reported in Column 4 is a weighted-average price, rounded to the nearest hundredth. These shares were purchased in multiple transactions at prices ranging from \$10.39 to \$10.57 per share, inclusive. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, Trinity Capital Inc. (the "Company"), or a security holder of the Company full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Includes 204,793 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 the award date of September 15, 2021.
- Includes 219,653 restricted shares issued under the 2019 Trinity Capital Inc. Long Term Incentive Plan. 25% of such restricted shares shall vest on March 15, 2023, and the remaining 75% of such shares shall vest pro rata over the twelve full calendar quarters immediately following March 15, 2023.

**Remarks:**

Sarah Stanton is signing on behalf of Mr. S. Brown pursuant to the power of attorney dated June 2, 2021, which was previously filed with the Securities and Exchange Commission as an exhibit to the Form 4 Mr. S. Brown filed on June 2, 2021.

/s/ Sarah Stanton, on behalf of 12/12/2022  
Steven L. Brown

\*\* 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.