

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. 3075 WEST RAY ROAD, SUITE 525 (Street) CHANDLER AZ 85526 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Trinity Capital Inc. [NONE]</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) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2020	
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 ⁽¹⁾	05/22/2020		J		5,397	D	(1)	25,108	I	By Brown TCI, LLC
Common Stock ⁽²⁾⁽³⁾	06/19/2020		J		40,459	D	(2)(3)	8,092	I	By The Steven and Patricia Brown Family Trust, dated March 19, 1998
Common Stock ⁽⁴⁾	06/26/2020		J		12,514	D	(4)	16,192 ⁽⁴⁾	I	By (i) Brown TCI, LLC and (ii) The Steven and Patricia Brown Family Trust, dated March 19, 1998 ⁽⁴⁾

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)					

Explanation of Responses:

1. The reporting person is hereby disclosing a delinquent transaction reportable on Form 4 that was not reported due to an inadvertent administrative oversight. In addition, in a Form 3 filed on March 16, 2020, Steven L. Brown reported direct ownership of 576,364 shares. This Form 4 hereby corrects such disclosure to reflect that of such shares, Mr. Brown directly owns 505,400 shares and was deemed to indirectly own 30,505 shares due to his control of Brown TCI, LLC ("Brown TCI"). On May 22, 2020, Brown TCI transferred ownership of 5,397 shares to an underlying member of Brown TCI in proportion to such member's ownership interest in Brown TCI. Such transfer was at \$15.00 per share - the same price per share that Brown TCI acquired the shares. As a result of this transfer, Mr. Brown is deemed to indirectly own 25,108 shares through his control of Brown TCI. Of such 25,108 shares, Mr. Brown disclaims beneficial ownership of 21,510 shares.

2. The reporting person is hereby disclosing a delinquent transaction reportable on Form 4 that was not reported due to an inadvertent administrative oversight. In addition, in a Form 3 filed on March 16, 2020, Mr. Brown reported direct ownership of 576,364 shares. This Form 4 hereby corrects such disclosure to reflect that of such shares, Mr. Brown directly owns 505,400 shares and was deemed to indirectly own 40,459 shares due to his control of Brown TCI II, LLC ("Brown TCI II"). On June 19, 2020, Brown TCI II transferred ownership of all of such shares to its underlying members in proportion to their ownership interests in Brown TCI II. Such transfers were at \$15.00 per share - the same price per share that Brown TCI II acquired the shares.

3. As a result of the transfers discussed in footnote 2 above, Brown TCI II no longer holds or owns any shares, and Mr. Brown is deemed to indirectly own 8,092 shares through The Steven and Patricia Brown Family Trust, dated March 19, 1998, a member of Brown TCI II that received ownership of such shares through such transfers.

4. Mr. Brown was deemed to indirectly own 25,108 shares due to his control of Brown TCI. On June 26, 2020, Brown TCI transferred ownership of 12,514 shares to certain underlying members of Brown TCI in proportion to such members' ownership interests in Brown TCI. Such transfers were at \$15.00 per share - the same price per share that Brown TCI acquired the shares. As a result of these transfers, Mr. Brown is deemed to indirectly own (i) 12,594 shares through his control of Brown TCI and (ii) 3,598 shares through The Steven and Patricia Brown Family Trust, dated March 19, 1998, a member of Brown TCI that received ownership of such shares through such transfers. Mr. Brown disclaims beneficial ownership of such 12,594 shares.

Remarks:

*Scott Harvey is signing on behalf of Mr. S. Brown pursuant to the power of attorney dated March 16, 2020, which was previously filed with the Securities and Exchange Commission as an exhibit to the Form 3 Mr. Brown filed on March 16, 2020.

/s/ Scott Harvey, on behalf of
Steven L. Brown(*) 06/30/2020

** 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.

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