

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Trinity Capital Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

35-2670395
(IRS Employer Identification No.)

3075 West Ray Road
Suite 525
Chandler, Arizona
(Address of principal executive offices)

10022
(Zip Code)

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

Title of each class to be so registered
Common Stock, \$0.001 par value per share

**Name of each exchange on which each class
is to be registered**
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-251395

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

None
Title of Class

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock, par value \$0.001 per share, of Trinity Capital Inc. (the "Company") to be registered hereby is contained in the section entitled "Description of Our Capital Stock" in the prospectus included in the Company's Registration Statement on Form N-2, as initially filed with the Securities and Exchange Commission on December 16, 2020 (Registration No. 333-251395), including exhibits, and as may be subsequently amended from time to time, is hereby incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 28, 2021

Trinity Capital Inc.

By: /s/ Steven L. Brown

Name: Steven L. Brown

Title: Chief Executive Officer
