

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**TRINITY CAPITAL INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

**Form of email to be sent to Stockholders**

Subject Line: Your Vote and Participation are Important to Us



October 27, 2020

**Dear Stockholders:**

In connection with our upcoming Annual Stockholder Meeting, we are asking you to approve amending and restating our registration rights agreement, dated January 16, 2020 (the “Existing Registration Rights Agreement”), to extend the existing registration and exchange listing deadline from December 31, 2020 to December 31, 2021 (the “Amended Registration Rights Agreement”), as further described in Proposal 2 in our proxy statement. The Annual Stockholder Meeting will be held virtually on December 15, 2020 at 9:00 a.m., Mountain Standard Time.

Your vote and participation are important to us, so please vote at your earliest convenience. To vote online, please click here – [“Vote Your Proxy Online.”](#)

***Registration Rights Agreement***

We entered into the Existing Registration Rights Agreement in connection with our private common stock offering and formation transactions, each of which closed on January 16, 2020, to provide future liquidity to our stockholders for the shares of our common stock issued in such transactions. Specifically, under the Existing Registration Rights Agreement, we agreed to use commercially reasonable efforts to register such shares of our common stock for public resale no later than December 31, 2020, and at the same time cause such shares to be listed on a national securities exchange.

***Current Capital Markets Impacts***

Throughout the year we have been closely watching and analyzing the public capital markets to ascertain whether we could provide liquidity to our stockholders in a prudent manner consistent with our stockholders’ long-term interest. As part of that process, we have consulted certain investment banks and financial advisors, who have advised us on the process of registering and listing our common stock. The novel coronavirus (“COVID-19”) pandemic, the related temporary economic shutdown and uncertainty regarding the future impact and duration of the COVID-19 pandemic, including the ability of economies to reopen in full, along with the uncertainty regarding the upcoming U.S. presidential election, have caused significant volatility and instability in the capital markets, particularly with financial-related stocks, throughout 2020. These uncertainties, including the lack of clarity around economic recovery, could result in continued or increased volatility in the capital markets. We believe that registering and listing our common stock during such periods of market volatility and uncertainty could materially impact the development and sustainability of a market for our common stock, as well as its trading price, on a national securities exchange.

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After considering these factors and in consultation with certain investment banks, financial advisors and our Board of Directors, we believe that it is in our stockholders' best interests to amend and restate the Existing Registration Rights Agreement to extend the existing registration and exchange listing deadline from December 31, 2020 to December 31, 2021. This extension will provide the flexibility and opportunity to register and list the shares under more advantageous market conditions. This extension of the registration and listing deadline is the only term in the Existing Registration Rights Agreement that will change.

***Our Commitment to Our Stockholders***

We remain firmly committed to registering and listing the shares of our common stock to provide future liquidity to our stockholders as soon as practical subject to market conditions, and respectfully request that you approve the Amended Registration Rights Agreement to extend the existing registration and listing deadline to December 31, 2021.

A copy of the Amended Registration Rights Agreement is attached as Appendix A to the proxy statement and is marked to show such change to the Existing Registration Rights Agreement. The proxy statement is available at [www.astproxyportal.com/ast/23279](http://www.astproxyportal.com/ast/23279) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Your vote and participation in our corporate governance are very important. Thank you again for your investment in, and support of, Trinity Capital Inc. We are honored to be working hard on your behalf.**

Sincerest regards,



Steven L. Brown

*Chairman and Chief Executive Officer*

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