

497AD OFFERING NOTIFICATION  
Dated: January 21, 2021

**Filed pursuant to Rule 497(a)**  
**Registration File No. 333-251395**  
**Rule 482 ad**

*The following offering notification is provided for your convenience and information. The information herein is qualified in its entirety by reference to the prospectus relating to the security. Capitalized terms used but not defined herein have the meanings ascribed to them in the prospectus.*

**Offering Notification – Trinity Capital Inc.**

Issuer:	Trinity Capital Inc. ("Trinity") is an internally managed specialty lending company that provides debt, including loans and equipment financings, to growth stage companies, and has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended.
Ticker Symbol (Exchange):	TRIN (Nasdaq Global Select Market)
Type of Offering:	Initial Public Offering of Common Stock
Anticipated Price:	\$13.50 - \$15.50
Expected Pricing:	Week of January 25, 2021
Size of Company Offering:	6,900,000 shares; approximately \$100 million, based on an offering price of \$14.50 per share (the midpoint of the anticipated range)
Size of Selling Stockholder Offering:	646,619 shares; approximately \$9 million, based on an offering price of \$14.50 per share (the midpoint of the anticipated range)
Use of Proceeds:	Trinity intends to use the net proceeds from this offering to pay down a portion of its existing indebtedness outstanding under its credit agreement, to make investments in accordance with its investment objective, and for general corporate purposes.
Over-allotment Option:	15%
Common Stock Outstanding Post-Offering:	25,308,984 (without exercise of the over-allotment option)
Joint Book-Running Managers:	Keefe, Bruyette & Woods, <i>a Stifel Company</i> Wells Fargo Securities UBS Investment Bank
Co-Managers:	Janney Montgomery Scott B. Riley Securities Ladenburg Thalmann Compass Point

**A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission (the "SEC") but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time that the registration statement becomes effective. No offer to buy the securities can be accepted and no part of the purchase price can be received until the registration statement has become effective, and any such offer may be withdrawn or revoked by you without obligation or commitment of any kind, at any time prior to the time you receive notice of an acceptance of the offer given after the effective date.**

**Investors are advised to carefully consider the investment objectives, risks and charges and expenses of Trinity before investing. The preliminary prospectus, dated January 21, 2021, contains this and other information about Trinity and should be read carefully before investing. The information in the registration statement, preliminary prospectus and herein is not complete and may be changed.**

**This communication will not constitute an offer to sell or the solicitation of an offer to buy the securities described above nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to their registration or qualification under the securities laws of any such state or jurisdiction. Offers of these securities are made only by means of the prospectus. The SEC has not approved or disapproved these securities or passed upon the adequacy of the preliminary prospectus. Any representation to the contrary is a criminal offense.**

**The offering of these securities will be made only by means of a preliminary prospectus forming a part of the registration statement, copies of which may be obtained, when available, from: Keefe, Bruyette & Woods, Inc., Attn: Debt Capital Markets, 787 7<sup>th</sup> Avenue, 4<sup>th</sup> Floor, New York, NY 10019, (telephone number: 1-800-966-1559); Wells Fargo Securities, Attention: Equity Syndicate Department, 500 West 33rd Street, New York, NY, 10001, by telephone at (800) 326-5897 or by email at [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com); and UBS Securities LLC, Attention: Prospectus Department, 1285 Avenue of the Americas, New York, NY 10019, telephone: (888) 827-7275 or email: [ol-prospectusrequest@ubs.com](mailto:ol-prospectusrequest@ubs.com).**

**This communication does not constitute an offer of securities to the public in the United Kingdom or in any member state of the European Economic Area. In the United Kingdom, this communication is only intended for distribution to persons in the United Kingdom who are “qualified investors” within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal Act 2018) (the “UK Prospectus Regulation”) who are: (i) “investment professionals” as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”); or (ii) entities falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; and (c) persons to whom it can otherwise lawfully be distributed (all such persons together being referred to as “relevant persons”). Any investment activity to which this communication relates will only be available to, and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.**

**In the European Economic Area this communication is only intended for distribution to persons in member states of the European Economic Area who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”).**

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