

Trinity Place Holdings Inc.
Form 424B5
June 21, 2018

Filed pursuant to Rule 424(b)(5)
Registration No. 333-214482

PROSPECTUS SUPPLEMENT
(To Prospectus dated December 1, 2016)

\$10,802,000

Common Stock

Trinity Place Holdings Inc. has entered into an amendment to the At The Market Offering Agreement, or the Amended Sales Agreement, with Craig-Hallum Capital Group LLC, or Craig-Hallum, relating to shares of our common stock that may be offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the Amended Sales Agreement, we may offer and sell an aggregate of up to \$10,802,000 of common stock from time to time through Craig-Hallum, as sales agent. Under the terms of the Amended Sales Agreement, we may also sell shares to Craig-Hallum as principal for its own account.

Craig-Hallum is not required to sell any specific number or dollar amount of shares of our common stock but will use its commercially reasonable efforts consistent with its normal trading and sales practices, as our agent and subject to the terms of the Amended Sales Agreement, to sell the shares offered by this prospectus supplement and the accompanying prospectus. Sales of the shares, if any, may be made by any means permitted by law and deemed to be an at the market offering as defined in Rule 415 of the Securities Act of 1933, as amended, or the Securities Act, including sales made directly on the NYSE American, at market prices, in negotiated transactions at market prices prevailing at the time of sale or at prices related to such prevailing market prices, and/or any other method permitted by law and such other sales as may be agreed upon by Craig-Hallum and us. If we and Craig-Hallum agree on any method of distribution other than sales of shares of our common stock into the NYSE American or another existing trading market in the United States at market prices, we will file a further prospectus supplement providing all information about such offering as required by Rule 424(b) under the Securities Act.

Craig-Hallum will receive from us a commission of 2.5% based on the gross sales price per share for any shares sold through it as agent under the Amended Sales Agreement. A different amount of compensation may be paid by us when Craig-Hallum purchases shares as principal at a price agreed to by us and Craig-Hallum. We have also agreed to reimburse certain expenses of Craig-Hallum in connection with the Amended Sales Agreement. The net proceeds that we receive from sales of our common stock will depend on the number of shares actually sold and the offering price for such shares, but will not exceed \$10,802,000 in the aggregate. See Plan of Distribution beginning on page S-7 of this prospectus supplement. In connection with the sale of shares of our common stock on our behalf, Craig-Hallum may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation of Craig-Hallum may be deemed to be underwriting commissions or discounts.

Our common stock is listed on the NYSE American under the symbol TPHS. On June 19, 2018, the last reported sale price for our common stock on the NYSE American was \$6.92 per share.

Investing in our securities involves a high degree of risk. See Risk Factors beginning on page S-5 of this prospectus supplement for more information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

Craig-Hallum Capital Group

The date of this prospectus supplement is June 20, 2018.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and accompanying base prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, relating to the issuance and sale of our common stock from time to time. This prospectus supplement relates only to an offering of common stock having an aggregate offering price of up to \$10.8 million through Craig-Hallum. These sales, if any, will be made pursuant to the terms of the At

The Market Offering Agreement entered into between us and Craig-Hallum on December 2, 2016, or the Sales Agreement, as amended on June 20, 2018, or the Amendment, and together the Amended Sales Agreement. Both the Sales Agreement and the Amendment have been filed with the SEC as exhibits to Current Reports on Form 8-K and are incorporated herein by reference.

This prospectus supplement and the accompanying base prospectus form part of a registration statement on Form S-3 that we filed with the SEC using a shelf registration process. This document contains two parts. The first part consists of this prospectus supplement, which provides you with specific information about this offering. The second part, the accompanying base prospectus, provides more general information, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined. This prospectus supplement may add, update or change information contained in the accompanying base prospectus. To the extent that any statement we make in this prospectus supplement is inconsistent with statements made in the accompanying base prospectus or any documents incorporated by reference herein or therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying base prospectus and such documents incorporated by reference herein and therein; provided, however, that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying base prospectus the statement in the document having the later date modifies or supersedes the earlier statement in accordance with Rule 412 promulgated under the Securities Act.

Unless otherwise indicated or unless the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to Trinity, the Company, we, us and our refer to Trinity Place Holdings Inc., a Delaware corporation, and its subsidiaries and predecessor company.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying base prospectus and in any free writing prospectus that we have authorized for use in connection with this offering. We have not, and Craig-Hallum has not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information in this prospectus supplement, the accompanying base prospectus, the documents incorporated by reference in the accompanying base prospectus, and in any free writing prospectus that we have authorized for use in connection with this offering, is accurate only as of the date of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. You should read this prospectus supplement, the accompanying base prospectus, any free writing prospectus that we have authorized for use in connection with this offering, and the documents incorporated by reference herein and therein, in their entirety before making an investment decision. You should also read and consider the information in the documents to which we have referred you in the sections of this prospectus supplement entitled Where You Can Find More Information and Incorporation By Reference. We are not, and Craig-Hallum is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

The registration statement that contains the accompanying base prospectus (SEC Registration No. 333-214482) (including the exhibits filed with and the information incorporated by reference in the registration statement) contains additional important business and financial information about us and our common stock that is not presented or

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delivered with this prospectus supplement. That registration statement, including the exhibits filed with the registration statement and the information incorporated by reference in the registration statement, can be read at the SEC's website, www.sec.gov, or at the SEC office mentioned under the section of this prospectus supplement entitled "Where You Can Find More Information" below.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement, including, in

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some cases, for the purpose of allocating risk among the parties to such agreement, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were made as of an earlier date. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

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SUMMARY OF THE OFFERING

The following is a brief summary of certain terms of this offering and is not intended to be complete.

Issuer

Trinity Place Holdings Inc.

Common stock offered by us pursuant to this prospectus supplement

Up to \$10,802,000 of common stock.

Common stock to be outstanding immediately after this offering

Up to 1,560,982.66 shares, assuming sales of all shares hereunder at a price of \$6.92 per share, which was the closing price on the NYSE American on June 19, 2018. Actual shares issued will vary depending on the sales prices under this offering.

Manner of offering

Sales of shares of our common stock, if any, will be made pursuant to the terms of the Sales Agreement entered into between us and Craig-Hallum on December 2, 2016, as amended on June 20, 2018. Sales may be made by any method permitted by law that is deemed to be an at the market offering, as defined in Rule 415 under the Securities Act, which includes sales made directly on the NYSE American, the existing trading market for our common stock, on any other existing trading market for our common stock, or sales made to or through a market maker other than on an exchange. Craig-Hallum will make these sales using commercially reasonable efforts consistent with its normal trading and sales practices and applicable law, on mutually agreeable terms between Craig-Hallum and us. Under the terms of the Amended Sales Agreement, we may also sell shares to Craig-Hallum as principal for its own account, or through Craig-Hallum in privately negotiated transactions with our prior consent. If we and Craig-Hallum agree on any method of distribution other than sales of shares of our common stock into the NYSE American or another existing trading market in the United States at market prices, we will file a further prospectus supplement providing all information about such offering as required by Rule 424(b) under the Securities Act. The net proceeds that we receive from sales of our common stock will depend on the number of shares actually sold and the offering price for such shares.

Use of proceeds

We intend to use the net proceeds of this offering primarily for new investment opportunities, working capital and general corporate purposes. Accordingly, we will retain broad discretion over how the net proceeds are used. See

Use of Proceeds on page_S-6 of this prospectus supplement

NYSE American common stock symbol

TPHS

Risk factors

An investment in our securities is highly speculative and involves a number of risks. You should carefully consider the information contained in the Risk Factors section beginning on page_S-5 of this prospectus supplement, and elsewhere in this prospectus supplement and the accompanying prospectus, and the risk factors and other information we incorporate by reference, before making your investment decision.

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Except as otherwise indicated, the information contained in this prospectus supplement assumes the sale of all of the shares offered hereby assuming sales of all shares hereunder at a price of \$6.92 per share, which was the closing price on the NYSE American on June 19, 2018.

Unless we indicate otherwise, all information in this prospectus supplement is based on 31,638,042 shares of common stock outstanding as of June 20, 2018 and excludes as of such date:

630,592 shares subject to unvested restricted stock unit awards outstanding and 736,695 shares subject to vested restricted stock unit awards that have not yet been issued; and

371,593 shares of our common stock reserved for future issuance pursuant to our stock incentive plan.

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RISK FACTORS

You should carefully consider the risks described below before making an investment decision. The risks described below are not the only ones we face. Additional risks we are not presently aware of or that we currently believe are immaterial may also impair our business operations. Our business could be harmed by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. In assessing these risks, you should also refer to the risk factors and other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus, specifically including the risk factors contained in our Annual Report on Form 10-K for the financial year ended December 31, 2017 filed with the SEC on March 15, 2018 and the financial statements and related notes filed therewith.

The actual number of shares we will issue under the Amended Sales Agreement, and the amount of proceeds that we will receive, at any one time or in total, is uncertain.

Subject to certain limitations in the Amended Sales Agreement and compliance with applicable law, we have the discretion to deliver sales notices to Craig-Hallum at any time throughout the term of the Amended Sales Agreement. The number of shares that are sold by Craig-Hallum after delivery of a sales notice will fluctuate based on the market price of the common stock during the sales period and limits we set with Craig-Hallum. In addition, we are not obligated to issue any shares under the Amended Sales Agreement. Accordingly, and because the price per share of each share that is sold will fluctuate based on the market price of our common stock during the sales period, it is not possible at this stage to predict the number of shares, if any, that will ultimately be issued, or the resulting proceeds to us.

Even if we sell all of the shares that are able to be sold under the Amended Sales Agreement, we anticipate that we will continue to seek external sources of financing to fund operations in the future.

Our revenue generating activities have not yet produced sufficient funds for profitable operations. Accordingly, while we may raise gross proceeds of up to a maximum of \$10,802,000 through the issuance of shares under the Amended Sales Agreement, the profitable development of our business will be dependent upon the future success of our current operations as well as acquisition of new properties or businesses, which will likely require raising additional equity and/or debt financing on acceptable terms. We have relied upon, and may continue to rely substantially upon, equity and debt financing to fund our ongoing operations and the development of our business. We cannot assure you that additional sources of financing would be available to us on commercially favorable terms should our capital requirements exceed cash available from operations and existing cash and cash equivalents.

The price of our common stock is volatile and our shareholders investment in our stock could decline in value.

The market price of our common stock is subject to wide fluctuations in response to numerous factors, including factors that have little or nothing to do with us or our performance, and these fluctuations could materially reduce our stock price. These factors include, among other things, the fact that our stock is thinly traded, and as a result trades of small numbers of our shares can have a significant impact on the trading price of our stock, business conditions in our markets and the general state of the securities markets and the market for other real estate stocks, changes in capital

markets that affect the perceived availability of capital to companies in our industry, governmental legislation or regulation, and general economic and market conditions, such as recessions and downturns in the United States or global economy. Further, the issuance of the shares pursuant to the Amended Sales Agreement into the public market has the potential to cause significant downward pressure on the price of our common stock. In addition, the stock market historically has experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may cause declines in the market price of our common stock, which may make it difficult for you to resell shares of our common stock owned by you at times or at prices that you find attractive.

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Because we do not intend to pay dividends for the foreseeable future, shareholders will benefit from an investment in our common stock only if it appreciates in value.

We have never paid any cash dividends on our common stock and do not expect to declare cash dividends on the common stock in the foreseeable future. As a result, the success of an investment in our common stock will depend entirely upon any future appreciation. There is no guarantee that our common stock will appreciate in value or even maintain the price at which shareholders have purchased their shares.

Our management will have broad discretion in the use of the net proceeds from this offering, and we may not use these proceeds effectively.

We have not determined the specific allocation of the net proceeds of this offering. Our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not necessarily improve our results of operations or enhance the value of our common stock. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business or financial condition and cause the price of our common stock to decline. In addition, our shareholders may not agree with the manner in which our management chooses to allocate and spend the net proceeds.

USE OF PROCEEDS

We currently intend to use the net proceeds from this offering for new investment opportunities, working capital and general corporate purposes. We have not yet determined the amount of net proceeds to be used specifically for any particular purpose or the timing of these expenditures nor have we entered into any commitments to make any material property acquisitions. Accordingly, our management will have significant discretion and flexibility in applying the net proceeds from the sale of these securities.

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PLAN OF DISTRIBUTION

We have entered into an amendment, dated June 20, 2018, to the At The Market Offering Agreement, dated December 2, 2016, with Craig-Hallum, or the Amended Sales Agreement, that provides for the issuance and sale by us of shares of our common stock having an aggregate offering price of up to \$10.8 million from time to time through Craig-Hallum acting as agent. Under the terms of the Amended Sales Agreement, we may also sell shares to Craig-Hallum as principal for its own account. This prospectus supplement relates to the offer and sale of such shares of common stock under such Amended Sales Agreement under the registration statement of which this prospectus supplement forms a part. The shares of common stock that may be sold under the Amended Sales Agreement represent the balance of shares of common stock remaining from the original At The Market Offering Agreement.

Upon instructions from us, Craig-Hallum will use commercially reasonable efforts, consistent with its normal sales and trading practices and applicable law, to sell shares of our common stock under the Amended Sales Agreement pursuant to this prospectus supplement. Sales of shares of common stock, if any, pursuant to this prospectus supplement may be made by any method permitted by law deemed to be an at the market offering as defined in Rule 415 under the Securities Act, including, without limitation, sales made directly on or through the NYSE American, the existing trading market for the common stock, on any other existing trading market for our common stock, or sales made to or through a market maker other than on an exchange, at market prices prevailing at the time of sale or at prices related to such prevailing market prices or in privately negotiated transactions. If we and Craig-Hallum agree on any method of distribution other than sales of shares of our common stock into the NYSE American or another existing trading market in the United States at market prices, we will file a further prospectus supplement providing all information about such offering as required by Rule 424(b) under the Securities Act. To the extent required by Regulation M, Craig-Hallum will not engage in any transactions that stabilize our common stock while the offering is ongoing under this prospectus supplement.

Under the Amended Sales Agreement between us and Craig-Hallum, we will instruct Craig-Hallum in a sales notice as to the maximum amount of shares of our common stock to be sold by Craig-Hallum daily, and the minimum price per share at which such shares may be sold. Subject to the conditions of the Amended Sales Agreement, Craig-Hallum will use its commercially reasonable efforts to solicit purchases on a particular day of all shares designated for sale by us on that day. The gross sales price of the shares sold will be the market price for shares of our common stock sold by Craig-Hallum on the trading market at the time of sale of the shares. We or Craig-Hallum may suspend the offering of our common stock upon proper notice and subject to certain other conditions. The obligation of Craig-Hallum under the Amended Sales Agreement to sell our common stock pursuant to a sales notice is subject to a number of conditions.

Craig-Hallum will provide written confirmation to us following the close of trading on the NYSE American following each day in which shares of our common stock are sold under the Amended Sales Agreement. Each confirmation will include the number of shares sold on the day, the aggregate gross sales proceeds, the net proceeds to us and the compensation payable by us to Craig-Hallum with respect to the sales.

We will pay Craig-Hallum commissions for its services in acting as our agent in the sale of our common stock. The compensation payable to Craig-Hallum for sales of shares of our common stock with respect to which Craig-Hallum acts as sales agent shall be equal to 2.5% of the gross sales price of those shares. There is no guarantee that there will be any sales of our common stock under this prospectus supplement and the accompanying base prospectus and actual sales, if any, of our common stock under this prospectus supplement and the accompanying base prospectus may result in gross proceeds to us of less than \$10.8million, exclusive of any sales agent compensation or other offering fees and expenses.

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Settlement for sales of shares of our common stock will occur on the second business day following the date on which any sales are made. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

In connection with the sale of shares of our common stock on our behalf, Craig-Hallum may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation of Craig-Hallum may be deemed to be underwriting commissions or discounts. We have also agreed to reimburse Craig-Hallum for

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certain specified expenses, including the fees and disbursements of its legal counsel in an amount not to exceed \$50,000 in connection with the Amended Sales Agreement, and periodic due diligence fees not to exceed \$5,000 per calendar quarter. We have agreed to provide indemnification and contribution to Craig-Hallum with respect to certain civil liabilities, including liabilities under the Securities Act and the Exchange Act.

We estimate that the total expenses of the offering payable by us, excluding commissions payable to Craig-Hallum under the Amended Sales Agreement, will be approximately \$100,000.

The offering of shares of our common stock pursuant to the Amended Sales Agreement will terminate upon the earlier of (1) the sale of all of our common stock provided for in this prospectus supplement, or (2) the termination of the Amended Sales Agreement. The Amended Sales Agreement may be terminated by us at any time in our sole discretion by giving five business days' written notice to Craig-Hallum, or by Craig-Hallum at any time in its sole discretion. The Amended Sales Agreement will remain in full force and effect until the earlier of June 30, 2019 and such date that the Amended Sales Agreement is terminated in accordance with the terms thereof, subject to extension of the term upon mutual agreement of Craig-Hallum and us.

This is a brief summary of the material provisions of the Amended Sales Agreement and does not purport to be a complete statement of its terms and conditions. A copy of both the Sales Agreement and the Amendment have been filed with the SEC as exhibits to Current Reports on Form 8-K and are incorporated herein by reference.

Craig-Hallum and its affiliates may in the future provide various investment banking and other financial services for us for which services they may in the future receive customary fees. The principal business address of Craig-Hallum is 222 South Ninth Street, Suite 350, Minneapolis, MN 55402.

LEGAL MATTERS

The validity of the shares of common stock being offered hereby have been passed upon by Kramer Levin Naftalis & Frankel LLP, New York, New York. Craig-Hallum Capital Group LLC is being represented in connection with this offering by Ellenoff Grossman & Schole LLP, New York, New York.

EXPERTS

The consolidated balance sheets and schedule as of December 31, 2017 and 2016, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the years ended December 31, 2017 and 2016 and the period from March 1, 2015 to December 31, 2015, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2017 incorporated by reference in this Prospectus have been so incorporated in reliance on the reports of BDO USA, LLP, an independent registered public accounting firm, incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting.

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INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement and accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus or the information incorporated by reference, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement, while information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference into this prospectus supplement the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement but prior to the termination of the offering of the shares covered by this prospectus supplement and accompanying prospectus (other than information deemed furnished pursuant to Items 2.02 and 7.01 of Form 8-K). The documents we are incorporating by reference are:

our Annual Report on Form 10-K for the financial year ended December 31, 2017 filed on March 15, 2018;
our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed on May 10, 2018;
our Current Reports on Form 8-K, filed on April 25, 2018, May 30, 2018 and June 20, 2018;
our definitive proxy statement on Schedule 14A, filed on April 27, 2018; and
the description of our common stock contained in our Registration Statement on Form 8-A12(b) filed on December 16, 2015, including any amendment or reports filed for the purpose of updating such description.
We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement is delivered, upon written or oral request, a copy of any or all documents that are incorporated by reference into this prospectus supplement, but not delivered with the prospectus supplement, other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the documents that this prospectus supplement incorporates. You should direct written requests to: Chief Financial Officer, Trinity Place Holdings Inc., 340 Madison Ave., Suite 3C, New York, New York 10022, (212) 235-2190.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the SEC under the Securities Act, and do not contain all the information set forth in the registration statement. Whenever a reference is made in this prospectus supplement or the accompanying prospectus to any of our contracts, agreements or other documents, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement or the exhibits to the reports or other documents incorporated by reference in this prospectus supplement and the accompanying prospectus for a copy of such contract, agreement or other document.

Because we are subject to the information and reporting requirements of the Exchange Act, we file annual, quarterly, current and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

We maintain a website at www.trinityplaceholdings.com. The information contained on our website is not incorporated by reference in this prospectus supplement and the accompanying prospectus, and you should not consider it a part of this prospectus supplement and the accompanying prospectus.

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PROSPECTUS

\$125,000,000

**Common Stock
Preferred Stock
Warrants
Debt Securities
Units**

We may issue from time to time in one or more series or classes up to \$125,000,000 in aggregate total amount of our common stock, preferred stock, warrants, debt securities, as well as units that include any of these securities.

This prospectus describes the general terms of our common stock, preferred stock, warrants, debt securities and units and the general manner in which such securities will be offered. We will describe the specific manner in which these securities will be offered in supplements to this prospectus, which may also supplement, update or amend information contained in this prospectus. You should read this prospectus and any applicable prospectus supplement before you invest in our securities.

We may offer these securities in amounts, at prices and on terms determined at the time of offering. The securities may be sold directly to you, through agents, or through underwriters and dealers. If agents, underwriters or dealers are used to sell the securities, their name and a description of their compensation will be set forth in a prospectus supplement.

Our common stock is listed on the NYSE MKT LLC, or NYSE MKT, under the symbol TPHS. The last reported sale price of the common stock on the NYSE MKT on November 4, 2016 was \$8.88 per share.

Investing in our securities involves a high degree of risk. See Risk Factors on page 2 of this prospectus, and all other information included or incorporated by reference in this prospectus in its entirety, before you decide whether or not to make an investment in the securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 1, 2016

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In this prospectus, unless the context otherwise requires, Trinity, the Company, we, us and our refer to Trinity Holdings Inc., a Delaware corporation, and its subsidiaries and predecessor company.

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process. Under this shelf process, we may from time to time offer to sell up to \$125,000,000 in aggregate total amount of our common stock, preferred stock, warrants, and/or debt securities, as well as units that include any of these securities, in one or more offerings.

This prospectus provides you with a general description of the securities we may offer. If required by applicable law, each time we offer a type or series of such securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement, or information incorporated by reference in this prospectus or any prospectus supplement that is of a more recent date, may also add, update or change information contained in this prospectus. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus, the statements made in this prospectus will be deemed modified or superseded by those made in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with the additional information described below under the heading **Where You Can Find More Information**.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. The securities are not being offered in any state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus, and you should assume that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or of any sale of the securities.

We are not making any representation to any purchaser regarding the legality of an investment by such purchaser under any legal investment or similar laws or regulations. You should not consider any information in this prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in our securities.

As permitted under the rules of the SEC, this prospectus incorporates important business information about us that is contained in documents that we file with the SEC but that are not included in or delivered with this prospectus. You may obtain copies of these documents, without charge, from the website maintained by the SEC at www.sec.gov, as well as from us. See **Where You Can Find More Information** and **Incorporation By Reference**.