

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 28, 2019 (October 23, 2019)

Riot Blockchain, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-33675

(Commission File Number)

84-1553387

(I.R.S. Employer Identification No.)

**202 6th Street, Suite 401,
Castle Rock, CO 80104**

(Address of principal executive offices)

(303) 794-2000

(Registrant's telephone number, including area code)

(Former name, former address, and former fiscal year, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class

Common Stock

Trading Symbol(s)

RIOT

Name of each exchange on which registered

NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On October 23, 2019, Riot Blockchain, Inc. (“**Riot**” or the “**Corporation**”) held its annual meeting of stockholders (the “**Annual Meeting**”) to vote on the proposals identified in the definitive proxy statement filed by the Corporation with the U.S. Securities and Exchange Commission on September 20, 2019.

As of the close of business on September 3, 2019, the record date for the Annual Meeting, 23,555,930 shares (the “**Shares**”) of Riot’s common stock were issued and outstanding and entitled to vote at the Annual Meeting. 14,530,420 Shares were represented in person or by proxy at the Annual Meeting, constituting more than 33 and 1/3% of the Shares and a quorum for conducting business according to the Corporation’s bylaws.

At the Annual Meeting, the following five (5) proposals were voted on by the Corporation’s stockholders:

- Proposal No. 1: Election of Directors;*
- Proposal No. 2: Ratification of the Independent Auditors;*
- Proposal No. 3: Advisory Vote on the Corporation’s Executive Compensation;*
- Proposal No. 4: Advisory Vote on the Frequency of Future Advisory Votes on the Corporation’s Executive Compensation; and*
- Proposal No. 5: Approval of the 2019 Riot Blockchain, Inc. Equity Incentive Plan*

The Corporation’s stockholders approved, upon the recommendation of the Board of Directors, each of these five (5) proposals at the Annual Meeting. The final voting results on each of the proposals by the Corporation’s stockholders at the Annual Meeting are set forth below:

Proposal No. 1: Election of Directors

	<u>Shares Voted For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Remo Mancini	2,360,486	265,866	12,193,117
Jason Les	3,344,303	282,049	12,193,117
Benjamin Yi	3,336,992	289,360	12,193,117

Accordingly, each of Messrs. Mancini, Les, and Yi were elected by the stockholders as members of the Board of Directors to serve until the next annual meeting of the stockholders or their earlier resignation, removal or death.

Proposal No. 2: Ratification of the Independent Auditors

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining</u>
12,951,736	1,257,887	320,797

Accordingly, the appointment of Marcum, LLP, as the Corporation’s independent registered public accounting firm for the year ending December 31, 2019 was approved by the stockholders.

Proposal No. 3: Advisory Vote on the Corporation’s Executive Compensation

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining*</u>
2,201,162	370,338	12,247,726

* Includes broker non-votes

Accordingly, by advisory vote of the stockholders, the Corporation’s executive compensation for the year ended December 31, 2018 was approved.

Proposal No. 4: Advisory Vote on the Frequency of Future Advisory Votes on the Corporation's Executive Compensation

<u>Every Year</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Shares Abstaining*</u>
2,282,178	74,957	41,194	12,415,012

* Includes broker non-votes

Accordingly, "Every Year" was selected as the stockholders' preference for the frequency of future advisory votes on the Corporation's executive compensation.

Proposal No. 5: Approval of the 2019 Riot Blockchain, Inc. Equity Incentive Plan

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining*</u>
2,092,695	395,523	12,328,078

* Includes broker non-votes

Accordingly, the 2019 Riot Blockchain, Inc. Equity Incentive Plan was approved by vote of the stockholders.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RIOT BLOCKCHAIN, INC.

By: */s/ Jeffrey McGonegal*

Jeffrey McGonegal
Chief Executive Officer

Date: October 28, 2019