

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): June 16, 2020 (June 10, 2020)

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 229.425)
- 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 Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§229.405 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 2.02 – Results of Operations and Financial Condition.

On June 10, 2020, Riot Blockchain, Inc. (“**Riot**” or the “**Corporation**”) issued a press release announcing the progress of the relocation of its cryptocurrency miners (the “**Miners**”) from the Oklahoma City, Oklahoma facility to the Coinmint, LLC (“**Coinmint**”), facility in Massena, New York, as well as its May 2020 cryptocurrency mining production update and related matters. Riot previously reported the relocation of its Miners from the Oklahoma City, Oklahoma facility to Coinmint’s Massena, New York facility via its current report on Form 8-K filed with the SEC on April 14, 2020. A copy of the Corporation’s press release announcing the progress of its relocation of its Miners to Coinmint and its May 2020 production statistics is attached hereto as Exhibit 99.1.

The information provided under this Item 2.02, including the exhibit, is being furnished by the Corporation and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth in any such filing.

Item 8.01 – Other Events.

The information furnished under Item 2.02 of this Current Report on Form 8-K (this “**Report**”) is incorporated by reference and is being furnished pursuant to this Item 8.01.

About Riot Blockchain

Information reported in this Current Report on Form 8-K is limited to the scope of the information reportable under a Current Report on Form 8-K under the rules and regulations of the Commission. Please refer to the additional information concerning the Corporation referenced in the following notices and safe harbor provision for material risks and other uncertainties.

Investor Notice

An investment in the Corporation’s common stock involves a high degree of risk, and an investor should only purchase the Corporation’s securities if he or she can afford to suffer the loss of his or her entire investment. In determining whether to purchase the Corporation’s common stock, an investor should carefully consider all of the material risks described in this Current Report on Form 8-K below, together with the factors described under Item 1A under the heading “Risk Factors” in our most recent Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission (the “SEC”) on March 25, 2020, as supplemented and updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, together with the financial or other information contained or incorporated by reference in such reports. In addition to the risks discussed below, other risks not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition and results of operations, perhaps materially. The risks discussed below also include forward-looking statements, and actual results and events may differ substantially from those discussed or highlighted in those forward-looking statements. See also the Section entitled “Forward-Looking Statements” herein.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1*	<u>Press Release, issued by Riot Blockchain, Inc. on June 10, 2020 (furnished pursuant to Items 2.02 and 8.01 of this Current Report on Form 8-K).</u>

* The information contained in this Press Release is furnished but not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: June 16, 2020

Riot Blockchain Continues Optimization of Mining Operations with Transition to Coinmint and Announces May 2020 Production

Company relocates 4,000 Bitmain S17 Pro miners to Massena, New York as part of continued efforts to decrease bitcoin production costs and increase mining output

CASTLE ROCK, CO. – June 10, 2020 – Riot Blockchain, Inc. (NASDAQ: RIOT) ("Riot" or the "Company"), one of the few Nasdaq-listed cryptocurrency mining companies in the United States, announces continued improvements and optimization of its bitcoin ("BTC") production, via the relocation of its 4,000 Bitmain S17 Pro miners from Oklahoma City to Coinmint LLC's ("Coinmint") facility, in Massena, New York. The Company also announces corporate updates and its BTC production update for the month of May 2020.

BTC Mining Optimization

As previously disclosed on April 14, 2020, Riot entered into a co-location agreement with Coinmint. The transition to Coinmint is an important part of Riot's focus to improve its production cost efficiencies and mining output. The Coinmint energy pricing and hosting arrangement is expected to significantly decrease the direct cost of BTC production as compared to Riot's Oklahoma City operation, while also appreciably increasing mining uptime. Additionally, Riot now has a clear path forward to continue expanding its total hashing capacity.

During May and early June 2020, Riot successfully relocated 4,000 Bitmain S17 Pros to Massena, New York. To date, 75% of the miners have been deployed, and all miners are expected to be fully deployed by June 15, 2020. The Oklahoma facility lease expires on June 30, 2020 at which time the Company plans to have exited the Oklahoma facility.

Ashton Soniat, CEO of Coinmint, stated, "As the largest capacity cryptocurrency mining facility in North America, Coinmint is designed to meet the needs of mining partners of Riot's caliber. We have worked hard to provide the best mining services at the lowest cost to institutional BTC miners. This partnership allows our clients to further expand upon our facilities and leverage Coinmint's low-cost base to enhance overall margins for all parties."

Corporate Updates and May 2020 Production Update

- On May 11, 2020 the BTC halving ("halving") occurred, which is an event that halves the rate at which new BTC are awarded (created). The halving decreased each block reward from 12.5 BTC to 6.25 BTC. The halving affects both the production and future supply of BTC. Historically, the value of BTC post-halving, over time has increased. However, the potential long-term effects of the halving are unknown.
 - In consideration of low operating efficiencies due to the halving, all of the Company's remaining prior generation Bitmain S9 miners were taken off-line and have since been sold.
 - Riot now operates approximately 4,000 Bitmain S17 Pros with an aggregate hashing power capacity of 248 Petahash per second ("PH/s").
-

- On June 3, 2020, Riot announced a 129% increase to its future aggregate operating hash rate to 567 PH/s via the purchase of an additional 3,040 Bitmain S19 Pros. Riot expects staged delivery over four to five months, commencing with the first 1,000 miners arriving in July. Once the additional 3,040 Bitmain S19 Pro miners have been received and deployed, Riot estimates that its fleet of 7,040 next generation miners will produce an aggregate hashing power capacity of approximately 567 PH/s, representing a 129% increase over the Company's current hash rate.
- These recent miner purchases were funded using available working capital. Riot continues to maintain no long-term debt.
- During May 2020, the Company produced 71 newly mined BTC with its approximately 4,000 Bitmain S17 Pros. Compared to the previous month, the Company's BTC production was affected by the halving event on May 11, 2020 as well as downtime required to transport Riot's mining fleet to Coinmint's more efficient mining facility in Massena, New York.

Strategic Opportunities: Riot engaged XMS Capital Partners in early 2020 to assist the Company in evaluating its strategic growth opportunities. XMS introduced Riot to Coinmint and continues to advise the Company on potential strategic opportunities and transactions in bitcoin mining related operations.

About Coinmint, LLC

Coinmint operates a digital currency data center in a former Alcoa Aluminum smelter in Massena, New York. Its 435MW transformer capacity at its Massena complex, is three times larger than any other known operating digital currency data center in North America. The facility has been operational since May 2018. Given the abundance of hydroelectric and wind generation in the area, the experience of its management team in wholesale electricity markets, and the large capacity, Coinmint has a material electrical economic advantage. For more information, visit www.coinmint.one.

About Riot Blockchain

Riot Blockchain (NASDAQ: RIOT) focuses on cryptocurrency mining of bitcoin. The Company is expanding and upgrading its mining operations by securing the most energy efficient miners currently available. Riot also holds certain non-controlling investments in blockchain technology companies. Riot is headquartered in Castle Rock, Colorado, and the Company's primary mining facility was recently relocated to upstate New York, under a colocation agreement with Coinmint. For more information, visit www.RiotBlockchain.com.

Safe Harbor

The information provided in this press release may include forward-looking statements relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as "anticipates," "plans," "expects," "intends," "will," "potential," "hope" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in this press release relating to the Company may be found in the Company's periodic filings with the Securities and Exchange Commission, including the factors described in the sections entitled "Risk Factors," copies of which may be obtained from the SEC's website at www.sec.gov. The Company does not undertake any obligation to update forward-looking statements contained in this press release.

For further information, please contact

Gateway Investor Relations
Matt Glover and Charlie Schumacher
Telephone: 949-574-3860
Email: RIOT@gatewayir.com