

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* D'Ambrosio Lance Varro			2. Issuer Name and Ticker or Trading Symbol Riot Blockchain, Inc. [RIOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, SUITE 401			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2021					
(Street) CASTLE ROCK, CO 80104			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2021		M		5,000	A	\$ 0 (1)	5,000 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0 (1)	12/06/2021		M		5,000		(3)	(3)	Common Stock	5,000	\$ 0 (1)	7,500 (2)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Ambrosio Lance Varro C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, SUITE 401 CASTLE ROCK, CO 80104	X			

Signatures

/s/ Lance D'Ambrosio	12/07/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Vested restricted stock units ("RSUs") granted under the Riot Blockchain, Inc. 2019 Equity Incentive Plan (the "Plan") convert into shares of the Issuer's common stock, no par value
- (1) per share, (the "Common Stock") on a one-for-one basis, subject to any net settlement permitted by the Plan and approved by the Issuer's Compensation and Human Resources Committee (the "Committee") upon settlement by the Issuer in accordance with the procedures of the Plan.
 - (2) Represents the total direct and indirect ownership of the indicated security held by the Reporting Person immediately following the reported transaction.
 - (3) The conversion of 5,000 vested RSUs reported in Table II relates to the settlement by the Issuer of the vested portion of the 12,500 RSUs granted under the Plan to the Reporting Person on May 28, 2021. Of the 12,500 RSUs awarded to the Reporting Person, 2,500 RSUs vested immediately as of the grant date, with the remaining 10,000 RSUs eligible to vest in four quarterly installments after the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.