

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* Theriot Lyle Joseph			2. Issuer Name and Ticker or Trading Symbol Riot Blockchain, Inc. [RIOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" 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) 12/03/2021			See Remarks		
(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			

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					
Restricted Stock Units	\$ 0 (1)	12/03/2021		A		6,000		(2)	(2)	Common Stock	\$ 0 (2)	10,975 (3)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theriot Lyle Joseph C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, SUITE 401 CASTLE ROCK, CO 80104			See Remarks	

Signatures

/s/ Lyle Theriot	12/07/2021
Signature of Reporting Person	Date

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).

Pursuant to the Riot Blockchain, Inc. 2019 Equity Incentive Plan, as amended, (the "Plan") each performance-based restricted stock unit ("PSUs") represents a contingent right to receive one share of the Issuer's common stock, no par value per share, ("Common Stock") subject to any net settlement permitted under the Plan and approved by the Issuer's Compensation and Human Resources Committee (the "Committee"), following vesting and settlement by the Issuer.

- (1) On August 12, 2021, the Issuer and the Reporting Person entered into a Performance Restricted Stock Unit Award Agreement, (the "Award Agreement") pursuant to which the Issuer granted the Reporting Person PSUs, contingent upon the Issuer's achievement of certain performance criteria during the performance period ending on December 31, 2023. On December 3, 2021, the Committee determined that, as of the end of the third fiscal quarter of 2021, the performance criteria for 6,000 PSUs granted to the Reporting Person under the Award Agreement had been achieved. Accordingly, the issuance of 6,000 PSUs reported on this form became vested and eligible to be settled by the Issuer as restricted stock units in accordance with the Plan and the Award Agreement.
- (2) Represents the total direct and indirect beneficial ownership of the security held by the Reporting Person immediately following the issuance reported by this Form 4.
- (3)

Remarks:

The Reporting Person is the Chief Operating Officer of Whinstone US, Inc., a wholly owned subsidiary of Riot Blockchain, Inc.

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

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