

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 Brooks Megan M.		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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) [See Remarks]	
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE 301		3. Date of Earliest Transaction (Month/Day/Year) 04/13/2022			
(Street) CASTLE ROCK, CO 80109		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	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 (1)	04/13/2022		A		20,000 (2) (3)		(3)	(3)	Common Stock	20,000	\$ 0 (1)	101,000 (4)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Megan M. C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE 301 CASTLE ROCK, CO 80109			[See Remarks]	

Signatures

/s/ Megan M. Brooks	04/15/2022
<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).
- (1) Pursuant to the Riot Blockchain, Inc. 2019 Equity Incentive Plan, as amended, (the "Plan") the Reporting Person was granted performance-based restricted stock unit ("PSUs") as of August 12, 2021, which are eligible to vest contingent upon the Issuer's achievement of certain performance criteria and approved by the Issuer's Compensation and Human Resources Committee (the "Committee"), following vesting and settlement by the Issuer.
- (2) Pursuant to the separation and release agreement entered into between the Reporting person and the Issuer, dated as of March 21, 2022, (the "Separation Agreement") the Issuer agreed that, notwithstanding her resignation and separation from service, effective as of April 7, 2022, the Reporting Person's performance criteria, as of March 31, 2022, the corresponding performance criteria, 20,000 of the PSUs issued to the Reporting Person became vested under the Plan.
- (3) Upon vesting, the Issuer records PSUs as Restricted Stock Units, which are eligible to be settled by the Issuer in shares of its Common Stock on a one-for-one basis, subject to any net settlement for taxes, as permitted under the Plan and as approved by the Committee. Accordingly, the Reporting Person's total direct and indirect beneficial ownership of the indicated security held by the Reporting Person immediately following the reported transaction.
- (4) Represents the total direct and indirect beneficial ownership of the indicated security held by the Reporting Person immediately following the reported transaction.

Remarks:
Effective as of April 7, 2022, the Reporting Person resigned as the Issuer's Chief Operating Officer and from all other positions with the Issuer pursuant to the Separation Agreement; however, as part of the Separation Agreement, derivative securities owned by the Reporting Person were transferred to the Issuer.

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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