

# FORM 4

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

OMB APPROVAL	
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## 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 * <b>MCGONEGAL JEFFREY</b>			2. Issuer Name and Ticker or Trading Symbol <b>Riot Blockchain, Inc. [RIOT]</b>			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) <b>Chief Financial Officer</b>				
(Last) (First) (Middle) <b>C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE.301</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>04/13/2022</b>							
(Street) <b>CASTLE ROCK, CO 80109</b>			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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
Restricted Stock Units	\$ 0 (1)	04/13/2022		A		24,000		(2)	(2)	Common Stock	24,000	\$ 0 (1)	73,000 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONEGAL JEFFREY C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE.301 CASTLE ROCK, CO 80109			Chief Financial Officer	

## Signatures

/s/ Jeffrey G. McGonegal	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).

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 during the performance period ending on December 31, 2023. Each

- (1) PSU 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.

On April 13, 2022, the Committee determined that the performance criteria corresponding to 24,000 PSUs had been achieved as of March 31, 2022. Therefore, 24,000 of the PSUs originally awarded to the Reporting Person became vested as of April 13, 2022. 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 award of 24,000 Restricted Stock Units reported on this Form 4 represents the vesting of 24,000 PSUs awarded to the Reporting Person on August 12, 2021.

- (2) Represents the total direct and indirect beneficial ownership of the indicated security held by the Reporting Person immediately following the reported transaction.

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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