

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 checked="" 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) 04/20/2022			
(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			
Common Stock	04/20/2022		M		1,500	A	\$ 0 (1)	101,062 (2)	D	
Common Stock	04/20/2022		F		450 (3)	D	\$ 14.79	100,612 (2)	D	
Common Stock	04/20/2022		M		1,500	A	\$ 0 (1)	102,112 (2)	D	
Common Stock	04/20/2022		F		450 (3)	D	\$ 14.79	101,662 (2)	D	
Common Stock	04/20/2022		M		20,000	A	\$ 0 (1)	121,662 (2)	D	
Common Stock	04/20/2022		F		6,000 (3)	D	\$ 14.79	115,662 (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)	3. 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)	04/20/2022		M		1,500	(4)	(4)	Common Stock	1,500	\$ 0 (1)	99,500 (2)	D	
Restricted Stock Units	\$ 0 (1)	04/20/2022		M		1,500	(5)	(5)	Common Stock	1,500	\$ 0 (1)	98,000 (2)	D	
Restricted Stock Units	\$ 0 (1)	04/20/2022		M		20,000	(6)	(6)	Common Stock	20,000	\$ 0 (1)	78,000 (2)	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	04/22/2022
<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") each time-based restricted stock unit ("RSUs") and each performance-based restricted stock unit ("PSUs") represents a contingent right to receive one share of the Issuer's common stock, no par value.
- (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) Represents net settlement for taxes due in connection with the conversion of 3,000 vested RSUs and 20,000 vested PSUs into shares of the Issuer's Common Stock upon settlement by the Issuer, as permitted by the Plan and approved by the Committee.
- (4) Represents the settlement by the Issuer of the final quarterly tranche of 1,500 RSUs of the 6,000 RSUs granted to the Reporting Person on April 6, 2021, which vested in four quarterly installments after the grant date.
- (5) Represents the settlement by the Issuer of the vested and unsettled portion of the 6,000 RSUs granted to the Reporting Person on November 5, 2021, which vested in four quarterly installments after the grant date.
- (6) Represents the settlement by the Issuer of the vested portion of the PSUs granted to the Reporting Person on August 12, 2021, as reported by the Form 4 filed by the Reporting Person on April 15, 2022.

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, derivat

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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