

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 * MCGONEGAL JEFFREY			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) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2022					
C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE.301								
(Street)			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		
CASTLE ROCK, CO 80109								
(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	05/17/2022		M		10,000	A	\$ 0 (1)	301,513 (2)	D	
Common Stock	05/17/2022		F		4,100 (3)	D	\$ 7.97	297,413 (2)	D	
Common Stock	05/17/2022		M		68,000	A	\$ 0 (1)	365,413 (2)	D	
Common Stock	05/17/2022		F		27,880 (4)	D	\$ 7.97	337,533 (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)	05/17/2022		M		10,000		(5)	(5)	Common Stock	10,000	\$ 0	0 (2)	D	
Resctricted Stock Units	\$ 0 (1)	05/17/2022		M		68,000		(6)	(6)	Common Stock	68,000	\$ 0	0 (2)	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		05/19/2022
**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 time-based restricted stock unit ("RSU") and performance-based restrictive stock unit ("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.
- (1) Represents the total direct and indirect beneficial ownership of the indicated security held by the Reporting Person immediately following the reported transaction.
 - (2) Represents net settlement for taxes due in connection with the conversion of 10,000 vested RSUs into shares of the Issuer's Common Stock upon settlement by the Issuer, as permitted by the Plan and approved by the Committee.
 - (3) Represents net settlement for taxes due in connection with the conversion of 68,000 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.
- The conversion of 10,000 RSUs reported in Table II represents the settling of the vested portion of the 20,000 RSUs awarded to the Reporting Person by the Issuer on February 8, 2021 pursuant to the terms of the executive employment agreement between the Issuer and the Reporting Person, dated effective as of the grant date, which vested in four equal quarterly installments following the grant date.
- (4) The conversion of 68,000 PSUs reported in Table II represents the settling by the Issuer of the vested portion of the PSUs granted to the reporting person on August 12, 2021 pursuant to the Award Agreement.

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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