

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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 Executive Officer		
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, SUITE 401			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2020					
(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)			<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			
Common Stock	02/06/2020		A		122,377 <u>(1)</u>	A	<u>(2)</u>	161,078 <u>(3)</u>	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 <u>(4)</u>	02/07/2020		A	209,790	<u>(5)</u>	<u>(5)</u>	Common Stock	209,790	\$ 0	370,868	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGONEGAL JEFFREY C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, SUITE 401 CASTLE ROCK, CO 80104			Chief Executive Officer	

## Signatures

/s/ Jeffrey G. McGonegal	02/10/2020
<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).

The Reporting Person was issued 122,377 shares of the Common Stock (the "Shares") of Riot Blockchain, Inc. ("Riot" or the "Issuer"), as compensation for services rendered for the year ended February 6, 2020 as Chief Executive Officer and acting Chief Financial Officer of Riot pursuant to the terms of the Executive Employment Agreement entered into by and between the Reporting Person and Riot on February 5, 2019, as previously reported by Riot on its current report on Form 8-K filed on February 11, 2019. The grant of the Shares was approved by the Board of Directors of Riot on February 6, 2020 and the Shares were issued pursuant to the Riot Blockchain, Inc. 2019 Equity Incentive Plan (the "Plan").

- (1) Compensation for services as officer.
- (2) Represents the total direct and indirect beneficial ownership of Riot's securities held by the Reporting Person subsequent to the settlement reported by this Form 4.
- (3) The Issuer approved the grant of 209,790 restricted stock units pursuant to the Plan to the Reporting Person as compensation for services performed for the Issuer as the Chief Executive Officer of the Issuer as detailed in the Amended and Restated Executive Employment Agreement by and between the Reporting Person and the Issuer dated as of February 7, 2020 (the "Employment Agreement").
- (4) The restricted stock units vest in 4 equal quarterly installments throughout the term of the Employment Agreement, subject to the terms and conditions of the Employment Agreement.
- (5) Vested restricted stock units will be settled in shares of the Issuer's Common Stock on a one-for-one basis in accordance with the Plan.

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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