

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 * Theriot Lyle Joseph		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)	
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, SUITE 401		3. Date of Earliest Transaction (Month/Day/Year) 10/13/2021		see Remarks	
(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)		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	10/13/2021		M		34,974	A	\$ 0 (1)	34,974 (2)	D	
Common Stock	10/13/2021		F		10,492 (3)	D	\$ 25.25	24,482 (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)	10/13/2021		M		34,974		(4)	(4)	Common Stock	34,974	\$ 0 (1)	4,975 (2)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theriot Lyle Joseph C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, SUITE 401 CASTLE ROCK, CO 80104			see Remarks	

Signatures

/s/ Lyle Theriot	10/14/2021
<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).

Vested restricted stock units ("RSU") and vested performance-based restricted stock units ("PSUs") awarded to the Reporting Person under the Riot Blockchain, Inc. 2019 Equity

(1) Incentive Plan, as amended, (the "Plan") are convertible into shares of the Issuer's common stock, no par value per share, ("Common Stock") on a one-for-one basis, subject to any net settlement for taxes permitted under the Plan, upon settlement by the Issuer in accordance with the procedures of the Plan.

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

(3) Represents shares of Common Stock withheld for taxes in connection with the settlement by the Issuer following vesting of 4,974 RSUs and 30,000 PSUs previously granted to the Reporting Person under the Plan.

The conversion of 4,974 vested RSUs reported in Table II relates to the settlement by the Issuer of the vested portion of the 9,949 RSUs granted to the Reporting Person on May 12,

(4) 2021, which are eligible to vest in four quarterly installments after the grant date. The conversion of the 30,000 vested PSUs reported in Table II relates to the settlement by the Issuer of vested PSUs awarded to the Reporting Person on August 12, 2021, which vested upon the Issuer's attainment of the specified performance objectives corresponding to 30,000 PRSUs under the Plan.

Remarks:

The Reporting Person is the Chief Operating Officer of Whinstone US, Inc., a wholly owned subsidiary of Riot Blockchain, Inc.

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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