

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

### 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* 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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2021					
C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, STE 401								
(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 80104								
(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	12/06/2021		M		39,999	A	\$ 0 (1)	84,461 (2)	D	
Common Stock	12/06/2021		F		11,999 (3)	A	\$ 28.64	72,462 (2)	D	
Common Stock	12/06/2021		M		3,000	A	\$ 0 (1)	75,462 (2)	D	
Common Stock	12/06/2021		F		900 (3)	A	\$ 28.64	74,462 (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	Amount or Number of Shares				
Restricted Stock Units	\$ 0 (1)	12/03/2021		A		6,666		(4)	(4)	Common Stock	6,666	\$ 0 (1)	51,999 (2)	D	
Restricted Stock Units	\$ 0 (1)	12/06/2021		M		39,999		(5)	(5)	Common Stock	39,999	\$ 0 (1)	12,000 (2)	D	
Restricted Stock Units	\$ 0 (1)	12/06/2021		M		3,000		(6)	(6)	Common Stock	3,000	\$ 0 (2)	9,000 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Megan M. C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, STE 401 CASTLE ROCK, CO 80104			Chief Operating Officer	

# Signatures

/s/ Megan M. Brooks	12/07/2021
<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).

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 (1) ("PSUs") 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.

(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 in connection with the conversion of 39,999 vested PSUs and 3,000 vested RSUs into shares of the Issuer's Common Stock, as permitted by the Plan and approved by the Committee.

On August 12, 2021, the Issuer and the Reporting Person entered into a Performance Restricted Stock Unit Award Agreement, (the "Award Agreement") pursuant to which the Issuer granted the Reporting Person PSUs, contingent upon the Issuer's achievement of certain performance criteria during the performance period ending on December 31, 2023. On December 3, (4) 2021, the Committee determined that, as of the end of the third fiscal quarter of 2021, the performance criteria for 6,666 PSUs granted to the Reporting Person under the Award Agreement had been achieved. Accordingly, the issuance of 6,666 PSUs reported on this form became vested and eligible to be settled by the Issuer as restricted stock units in accordance with the Plan and the Award Agreement.

(5) The conversion of 39,999 PSUs reported in Table II represents the settling by the Issuer of the vested portion of the PSUs granted to the Reporting Person pursuant to the Award Agreement, which vested upon the Committee's determination that performance criteria corresponding to 39,999 of the PSUs granted to the Reporting Person had been achieved.

(6) The conversion of 3,000 vested RSUs reported in Table II relates to the settlement by the Issuer of the remaining unsettled portion of the 6,000 RSUs granted to the Reporting Person on April 6, 2021, which vested in four quarterly installments after the grant date.

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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