

# 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 * Jackman William Richard			2. Issuer Name and Ticker or Trading Symbol Riot Blockchain, Inc. [RIOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>General Counsel</u>		
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, STE. 401			3. Date of Earliest Transaction (Month/Day/Year) 12/03/2021					
(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 ____ 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	12/07/2021		M		36,000	A	\$ 0 (1)	36,000 (2)	D	
Common Stock	12/07/2021		D		14,400 (3)	D	\$ 28.64	21,600 (2)	D	
Common Stock	12/07/2021		M		2,657	A	\$ 0 (1)	24,257 (2)	D	
Common Stock	12/07/2021		D		1,063 (3)	D	\$ 28.64	23,194 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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		Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0 (2)	12/03/2021		A		6,000	(4)	(4)	Common Stock	6,000	\$ 0 (2)	46,630 (3)	D	
Restricted Stock Units	\$ 0 (2)	12/07/2021		M		36,000	(5)	(5)	Common Stock	36,000	\$ 0 (2)	10,630 (3)	D	
Restricted Stock Units	\$ 0 (2)	12/07/2021		M		2,657	(6)	(6)	Common Stock	2,657	\$ 0	7,973	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Jackman William Richard C/O RIOT BLOCKCHAIN, INC. 202 6TH STREET, STE. 401 CASTLE ROCK, CO 80104			General Counsel	
---	--	--	-----------------	--

## Signatures

/s/ William R. Jackman		12/07/2021
		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 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 ownership of the indicated security held by the Reporting Person immediately following the reported transaction.

(3) Represents net settlement in connection with the conversion 36,000 vested PSUs and 2,657 vested RSUs into shares of the Issuer's Common Stock, as permitted under the Plan and approved by the Committee.

On December 3, 2021, the Committee determined that, as of the end of the third fiscal quarter of 2021, the performance criteria for 6,000 PSUs had been achieved and, therefore, 6,000 (4) PSUs became vested and eligible to be settled by the Issuer in accordance with the Plan. The PSUs were issued to the Reporting Person under the Plan pursuant to the Performance Restricted Stock Unit Award Agreement, dated as of August 12, 2021, between the Issuer and the Reporting Person (the "Award Agreement"), as approved by the Committee.

(5) The conversion of 36,000 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 36,000 of the PSUs granted to the Reporting Person had been achieved.

The conversion of 2,657 RSUs reported in Table II represents the settling of the vested portion of the 10,630 RSUs awarded to the Reporting Person by the Issuer under the Plan on July (6) 15, 2021, pursuant to an award agreement between the Issuer and the Reporting Person dated as of the grant date, which are eligible to vest in four equal quarterly installments following 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.