

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE 301		3. Date of Earliest Transaction (Month/Day/Year) 01/14/2022		see Remarks	
(Street) CASTLE ROCK, CO 80109		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	01/18/2022		M		42,000	A	\$ 0 (1)	66,482 (2)	D	
Common Stock	01/18/2022		F		12,600 (3)	D	\$ 20.68	53,882 (2)	D	
Common Stock	01/18/2022		M		2,487	A	\$ 0 (1)	56,369 (2)	D	
Common Stock	01/18/2022		F		746 (4)	D	\$ 20.68	55,623 (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	01/14/2022		A		36,000		(5)	(5)	Common Stock	36,000	\$ 0 (1)	46,975 (2)	D	
Restricted Stock Units	\$ 0	01/18/2022		M		42,000		(6)	(6)	Common Stock	42,000	\$ 0 (1)	4,975 (2)	D	
Restricted Stock Unit	\$ 0	01/18/2022		M		2,487		(7)	(7)	Common Stock	2,487	\$ 0 (1)	2,488 (2)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theriot Lyle Joseph C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE 301 CASTLE ROCK, CO 80109			see Remarks	

## Signatures

/s/ Lyle Theriot	01/18/2022
<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 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.
- (1) Represents the total direct and indirect ownership of the indicated security held by the Reporting Person immediately following the reported transaction.
- (2) Represents shares of Common Stock withheld for taxes in connection with the settlement by the Issuer following vesting of 42,000 PSUs previously granted to the Reporting Person under the Plan.
- (3) Represents shares of Common Stock withheld for taxes in connection with the settlement by the Issuer following vesting of 2,487 RSUs previously granted to the Reporting Person under the Plan.  
On August 12, 2021, the Reporting Person was granted PSUs, which are eligible to vest contingent upon the Issuer's achievement of certain performance criteria during the performance period ending on December 31, 2023. The Committee determined that, as of December 31, 2021, the performance criteria corresponding to 36,000 PSUs had been achieved. Accordingly, the 36,000 PSUs reported on this Form 4 became vested and eligible to be settled by the Issuer as restricted stock units in accordance with the Plan.
- (4) The conversion of 42,000 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 42,000 of the PSUs granted to the Reporting Person had been achieved.
- (5) The conversion of 2,487 vested RSUs reported in Table II relates to the settlement by the Issuer of the remaining unsettled portion of the 2,487 RSUs granted to the Reporting Person on April 6, 2021, which vested in four quarterly installments after the grant date.
- (6)
- (7)

### 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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