

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 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) C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, SUITE 301			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2022					
(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)			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	02/17/2022		M		40,000	A	\$ 0 (1)	109,462 (2)	D	
Common Stock	02/17/2022		F		12,000 (3)	D	\$ 19.73	97,462 (2)	D	
Common Stock	02/17/2022		M		3,000	A	\$ 0 (1)	100,462 (2)	D	
Common Stock	02/17/2022		F		900 (3)	D	\$ 19.73	99,562 (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
Restricted Stock Units	\$ 0	02/17/2022		M		40,000	(4)	(4)	Common Stock	40,000	\$ 0 (2)	9,000 (3)	D	
Restricted Stock Units	\$ 0	02/17/2022		M		3,000	(5)	(5)	Common Stock	3,000	\$ 0 (2)	6,000 (3)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Megan M. C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, SUITE 301 CASTLE ROCK, CO 80109			Chief Operating Officer	

Signatures

/s/ Megan M. Brooks		02/22/2022
<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 ("RSUs") awarded to the Reporting Person as compensation 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 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 net settlement in connection with the conversion of vested RSUs into shares of the Issuer's Common Stock based on the price per share of the Issuer's Common Stock as of the conversion, as permitted under the Plan and approved by the Issuer's Compensation and Human Resources Committee (the "Committee").
- (4) Represents the settlement by the Issuer of 40,000 vested performance-based RSUs, which vested upon the Committee's certification of the Issuer's achievement of certain of the performance objectives detailed in the August 12, 2021 performance-based equity award agreement between the Reporting Person and the Issuer.
- (5) Represents the settlement by the Issuer the vested portion of the 6,000 time-based RSUs granted to the Reporting Person under the Plan on April 6, 2021, pursuant to the Reporting Person's Executive Employment Agreement with the Issuer, which vested in equal quarterly intervals following the grant date, and the 6,000 time-based RSUs granted to the Reporting Person on November 11, 2021 pursuant to an amendment to the Reporting Person's Executive Employment Agreement with the Issuer.

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.