

FORM 4

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

OMB APPROVAL	
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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* YI SOO IL BENJAMIN			2. Issuer Name and Ticker or Trading Symbol Riot Blockchain, Inc. [RIOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2022			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		
C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE. 301			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) CASTLE ROCK, CO 80109								
(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		100,000	A	\$ 0 (1)	116,500 (2)	D	
Common Stock	02/17/2022		D		50,000 (1)	D	\$ 19.73	66,500 (2)	D	
Common Stock	02/17/2022		M		248,892	A	\$ 0 (1)	315,392 (2)	D	
Common Stock	02/17/2022		D		124,446 (3)	D	\$ 19.73	190,946 (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 (1)	02/17/2022		M		100,000	(4)	(4)	Common Stock	100,000	\$ 0 (2)	252,642 (3)	D	
Restricted Stock Units	\$ 0 (1)	02/17/2022		M		248,892	(5)	(5)	Common Stock	248,892	\$ 0 (2)	3,750 (3)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YI SOO IL BENJAMIN C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE. 301 CASTLE ROCK, CO 80109	X		Executive Chairman	

Signatures

/s/ Benjamin Yi

02/22/2022

Signature of Reporting Person

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).

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

- (1) 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 100,000 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.
Represents the settlement by the Issuer of the following vested time-based RSU awards granted to the Reporting Person under the Plan: (i) 227,642 RSUs granted on February 27, 2020, as compensation for the Reporting Person's service as a member of the Issuer's Board of Directors for Fiscal Years 2019 and 2020, which vested and became eligible for settlement as of
- (5) February 15, 2022; (ii) 10,000 RSUs granted on February 9, 2021, as compensation for the Reporting Person's service as a member of the Issuer's Board of Directors for Fiscal Year 2021, which vested in equal quarterly intervals following the grant date; and (iii) 11,250 RSUs, representing the vested portion of the 15,000 RSUs granted on May 24, 2021 pursuant to the Reporting Person's Executive Employment Agreement with the Issuer, which vest in equal quarterly intervals 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.

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