

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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) [See Remarks]	
(Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC., 3855 AMBROSIA STREET, STE 301		3. Date of Earliest Transaction (Month/Day/Year) 05/17/2022			
(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	05/17/2022		M		25,000	A	\$ 0 (1)	140,662 (2)	D	
Common Stock	05/17/2022		F		7,500 (3)	D	\$ 7.31	133,162 (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)	05/17/2022		M			25,000	(4)	(4)	Common Stock	25,000	\$ 0	53,000 (2)	D		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Megan M. C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE 301 CASTLE ROCK, CO 80109			[See Remarks]	

Signatures

/s/ Megan M. Brooks	05/19/2022
<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).

- (1) 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.
- (2) Represents the total direct and indirect beneficial ownership of the indicated security held by the Reporting Person immediately following the reported transaction.
- (3) Represents net settlement for taxes due in connection with the conversion of 25,000 vested RSUs into shares of the Issuer's Common Stock upon settlement by the Issuer, as permitted by the Plan and approved by the Issuer's Compensation and Human Resources Committee (the "Committee").
- (4) Represents the settlement by the Issuer of the vested portions of the RSUs granted to the Reporting Person on May 7, 2022, as reported on this Form 4.

Remarks:

Effective as of April 7, 2022, the Reporting Person resigned as the Issuer's Chief Operating Officer and from all other positions with the Issuer pursuant to the Separation Agreement; however, as part of the Separation Agreement, derivative securities owned by the Reporting Person were transferred to 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.

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