

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Jackman William Richard</u> (Last) (First) (Middle) C/O RIOT BLOCKCHAIN, INC. 3855 AMBROSIA STREET, STE. 301 (Street) CASTLE ROCK CO 80109 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Riot Blockchain, Inc. [RIOT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X EVP & General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/27/2022		M		242,000 ⁽¹⁾	A	\$0.00	300,447	D	
Common Stock	09/27/2022		A		742,942 ⁽²⁾	A	\$0.00	1,043,389	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00 ⁽¹⁾	09/27/2022		M			242,000 ⁽¹⁾	(1)	(1)	Common Stock	242,000 ⁽¹⁾	\$0.00	0	D	

Explanation of Responses:

- The reported transactions represent the conversion of all outstanding restricted stock unit awards ("RSUs") granted to the Reporting Person under the Issuer's equity plan into equal awards of restricted shares of the Issuer's Common Stock ("RSAs"), as authorized by the Issuer's Compensation and Human Resources Committee (the "Committee"). The reported number of shares represents the total maximum target award allocated to the Reporting Person under the performance-incentive plan established by the Committee under the Issuer's equity plan, which are eligible to vest, if at all, based on the Issuer's achievement, during the performance period ending December 31, 2023, of performance objectives established under the performance plan. Pursuant to the applicable RSA award agreement with the Issuer, the shares are subject to forfeiture until vested, and any shares remaining unvested as of the end of the performance period will be automatically forfeited without consideration.
- Represents the RSA award granted to the Reporting Person, as compensation for serving as the Issuer's EVP and General Counsel, pursuant to an RSA award agreement with the Issuer. These shares are eligible to vest, if at all, in two equal annual tranches as of June 1, 2023, and June 1, 2024, subject to the Reporting Person's continued service with the Issuer through the applicable vesting dates.

/s/ Alexander K. Travis, Attorney-in-Fact for William Richard Jackman 09/29/2022

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.