

# 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 *<br>Chang Robby Sai Kit<br><small>(Last) (First) (Middle)</small> |  | 2. Issuer Name and Ticker or Trading Symbol<br>Riot Blockchain, Inc. [RIOT] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><small>Director</small> _____ <small>10% Owner</small> _____<br><input checked="" type="checkbox"/> <small>Officer (give title below)</small> _____ <small>Other (specify below)</small> _____ |  |
| C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, SUITE 401<br><small>(Street)</small>                            |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/20/2018              |  | Chief Financial Officer  |  |
| CASTLE ROCK, CO 80104<br><small>(City) (State) (Zip)</small>   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                        |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**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                    | 09/20/2018                           |  | M                              | (1) | 12,000  | (2)        | A     | \$ 0  | (2)  | 72,000  | (3) | D |  |

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

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 control number. SEC 1474 (9-02)

**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 Unit                      | (2)  | 09/20/2018                           |  | M                              |   | 12,000  | (2)  | (4)             | Common Stock  | 12,000                                     | \$ 0   | 12,000   | (5)  | D     |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Chang Robby Sai Kit<br>C/O RIOT BLOCKCHAIN, INC.<br>202 6TH STREET, SUITE 401<br>CASTLE ROCK, CO 80104 |               |           | Chief Financial Officer |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ Robby Sai Kit Change                     | 09/24/2018          |
| <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) Represents the 12,000 vested Restricted Stock Units ("RSUs") reported in Column 5 of Table I on page one above, convertible into shares of the Issuer's Common Stock on a one-for-one basis pursuant to the Riot Blockchain, Inc. (f/k/a Biopixt, Inc.) Amended & Restated Equity Incentive Plan (the "Plan").
- (2) Represents a restricted stock award granted to the Reporting Person by the Issuer under the Plan at no cost as employment incentive on September 20, 2018, which award vested on the date of grant, subject to the restrictions of the Plan.

Includes an award of 60,000 RSUs granted on February 27, 2018 in connection with the Reporting Person's appointment as Chief Financial Officer, which shall vest in 24 equal

- (3) monthly installments over a two year period, beginning on the one month anniversary of the date of issuance.
- (4) Not applicable.
- (5) Represents only the 12,000 RSUs granted on September 20, 2018 and does not include RSUs previously reported.

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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