

# 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>Les Jason<br><small>(Last) (First) (Middle)</small><br>C/O RIOT BLOCKCHAIN, INC., 202 6TH STREET, SUITE 401<br><small>(Street)</small><br>CASTLE ROCK, CO 80104<br><small>(City) (State) (Zip)</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><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
|   |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/20/2018              |  |   |  |
|   |  | 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)  | 42,000  | (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 | (A)   | (D) | 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 |
| Les Jason<br>C/O RIOT BLOCKCHAIN, INC.<br>202 6TH STREET, SUITE 401<br>CASTLE ROCK, CO 80104 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ Jason Les                                  | 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 under the Plan at no cost on September 20, 2018, which award vested on the date of the grant, subject to the restrictions of the Plan. Includes: (i) an award of 7,500 RSUs granted on November 3, 2017, which award vests in 24 monthly increments beginning one month following the grant; (ii) an award of 7,500 RSUs granted on March 21, 2018, which award vested pursuant to the Plan; and (iii) an award of 12,000 RSUs granted on September 20, 2018, which award vested on the date of

grant. All of these restricted stock awards were granted by the Issuer in connection with the retention of the Reporting Person as a member of its Board of Directors.

(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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