

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 22, 2019 (February 15, 2019)

**Riot Blockchain, Inc.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation)

**001-33675**  
(Commission File Number)

**84-1553387**  
(I.R.S. Employer Identification No.)

**202 6th Street, Suite 401,**  
**Castle Rock, CO 80104**  
(Address of principal executive offices)

**(303) 794-2000**  
(Registrant's telephone number, including  
area code)

(Former name, former address, and former fiscal year, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On February 15, 2019, Cresval Capital Corp. (TSXV: CRV) (“**Cresval**”) announced that it has terminated its proposed plan of arrangement (the “**Plan**”) with one of Riot Blockchain, Inc.’s (“**Riot**,” the “**Company**,” “**We**” or “**Us**”) subsidiaries, 1172767 B. C. Ltd. (formerly Tess Inc.) (“**Tess**”), originally announced by Cresval on December 11, 2017. Cresval’s announcement stated the termination was due to Tess’s inability to complete one of the mutual pre-conditions to the closing of the plan of arrangement. Riot owns approximately 50% of Tess and does not have any representation on Tess’s Board of Directors or their management team. Riot did not have any involvement with the negotiations of the Plan or its termination.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RIOT BLOCKCHAIN, INC.

Dated: February 22, 2019

By: /s/ Robby Chang  
Robby Chang  
Chief Financial Officer