

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): August 15, 2019 (August 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))

**Title of each class**

Common Stock

**Trading Symbol(s)**

RIOT

**Name of each exchange on which registered**

NASDAQ Capital Market

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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Riot Blockchain, Inc. (“**Riot**” or the “**Company**”), terminated the Executive Employment Agreement (the “**Employment Agreement**”), by and between the Company and Mr. Robby Chang, the Company’s Chief Financial Officer (“**CFO**”) effective August 15, 2019. Mr. Chang’s termination was without cause as provided under the Employment Agreement.

Effective August 15, 2019, immediately following Mr. Chang’s termination, the Company appointed Mr. Jeffrey G. McGonegal, 67, to the role of CFO on an interim basis while the Company conducts a search for a permanent successor CFO. Mr. McGonegal has been with the Company for over a decade and he brings a wealth of public company executive and financial reporting experience to the position of CFO. Mr. McGonegal had previously served as the Company’s CFO prior to transitioning to an advisory role and then to his current role as the Company’s Chief Executive Officer (“**CEO**”). Mr. McGonegal will continue to serve as the Company’s CEO and his appointment as CFO on an interim basis comes without change to the executive employment agreement by and between Mr. McGonegal and the Company as previously disclosed on the Company’s current report on Form 8-K filed on February 11, 2019.

**Item 7.01 Regulation FD Disclosure.**

Riot’s press release, dated August 15, 2019, announcing the departure of its CFO, Mr. Chang, and the subsequent appointment of Mr. McGonegal as its CFO on an interim basis is furnished as Exhibit 99.1 to this report.

The information in Item 7.01 of this report is furnished and shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	<a href="#"><u>Press Release dated August 15, 2019</u></a>

**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: August 15, 2019

By: /s/ Jeffrey G. McGonegal  
Jeffrey G. McGonegal  
Chief Executive Officer

## Riot Blockchain Announces CFO Change

CASTLE ROCK, CO / PRNewswire / August 15, 2019 / Riot Blockchain, Inc. (RIOT) (“Riot,” “Riot Blockchain” or the “Company”) today announced that its Board of Directors is implementing a leadership change. Riot’s Chief Executive Officer, Mr. Jeffrey G. McGonegal is being named as Chief Financial Officer of the Company on an interim basis until a permanent successor Chief Financial Officer is named. Mr. McGonegal replaces the departing Mr. Robby Chang, who joined Riot in February 2018 as its Chief Financial Officer. The Board wishes to thank Mr. Chang for his past efforts and wishes him well in his future endeavors. The Company will be immediately conducting an extensive search to identify and appoint a permanent successor Chief Financial Officer.

Mr. McGonegal had previously served as Riot’s Chief Financial Officer and he will continue to serve as Riot’s Chief Executive Officer following his appointment as Chief Financial Officer on an interim basis.

### About Riot Blockchain

Riot Blockchain is focused on building, operating, and supporting blockchain technologies. Its primary operations consist of cryptocurrency mining, targeted development of exchange and mining pool platforms, along with other investments within the sector. For more information, visit: RiotBlockchain.com.

### Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described under “Risk Factors” in Part I, Item 1A of our most recent annual report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2019, as amended by Amendment No. 1 on Form 10-K/A filed on April 23, 2019, as well as those risk factors disclosed in our registration statement on Form S-3 (File No. 333-226111) and any periodic reports we file with the SEC. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment.

Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations should they occur. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See “Safe Harbor” below.

### Safe Harbor

The information provided in this press release may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact may be forward-looking statements; words such as “anticipates,” “plans,” “expects,” “intends,” “will,” “potential,” “hope” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in this press release relating to the Company may be found in the Company’s filings with the Securities and Exchange Commission, including the factors described in the sections entitled “Risk Factors,” copies of which may be obtained from the SEC’s website at SEC.gov or at the Company’s website at RiotBlockchain.com. These forward-looking statements speak only as of the date of this communication or the date they were made and, unless required by applicable federal securities laws, the Company does not undertake any obligation to update forward-looking statements contained in this press release.

### Media and Investor Relations Contact:

info@RiotBlockchain.com

SOURCE: Riot Blockchain, Inc.