

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): November 18, 2020 (November 16, 2020)

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.

Departure of Director

On November 16, 2020, the Chairperson of the Board of Directors (the “**Board**”) of Riot Blockchain, Inc. (the “**Corporation**”), Mr. Remo Mancini, tendered his formal resignation from the Board and from each of the Board committees on which he served. Mr. Mancini’s resignation became effective as of 11:59 PM Eastern Time on November 16, 2020. Mr. Mancini’s resignation is not related to any dispute or disagreement relating to the Corporation’s operations, policies or procedures.

Appointment of Director

On November 17, 2020, the Board appointed Mr. Hubert Marleau to serve as a member of the Board of Directors to fill the vacancy left by the resignation of Mr. Mancini, effective as of 12:01 AM Eastern Time on November 17, 2020. Mr. Marleau has also been appointed as a member of the Board’s three (3) standing committees, including the Audit Committee, the Compensation and Human Resources Committee, and the Governance and Nominating Committee. Mr. Marleau’s term as a member of the Board and each of three (3) standing committees will expire at the 2021 annual meeting of the Corporation’s shareholders and his successor is elected and appointed, or until his earlier resignation, removal, death, or disability.

Mr. Marleau, age 76, is a veteran capital markets professional, corporate director, and Chair of the Marleau Lecture Series on Economic and Monetary Policy at the University of Ottawa. Currently, he serves as Chief Economist at Palos Management, a boutique investment management firm headquartered in Montreal, Canada. In addition to a career in the capital markets that has spanned over five decades, Mr. Marleau has previously served as a Governor of the Montreal and Vancouver stock exchanges, and as a Director of the Listing Committee for the Toronto Stock Exchange and Director of the Investment Dealers Association of Canada (now known as IIROC).

Mr. Marleau’s broad areas of expertise include macroeconomic policy & analysis, corporate governance, financial analysis, and investment banking. In addition to being a current or past board member of approximately fifty publicly-traded companies, he has raised funds privately and publicly for hundreds of emerging and mature companies, structured numerous mergers and acquisitions, and acted as the driving force behind numerous transactions. Mr. Marleau graduated from the University of Ottawa in 1967 with an Honours Bachelor of Social Sciences in Economics.

There are no arrangements or understandings between Mr. Marleau and any other person pursuant to which he was appointed as a director of the Corporation. There are no family relationships between Mr. Marleau and any director or executive officer of the Corporation, and Mr. Marleau is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On November 17, 2020, the Corporation issued a press release announcing Mr. Mancini’s resignation as member and chairperson of the Board. A copy of this press release is being furnished as Exhibit 99.1 to this current report on Form 8-K (this “**Current Report**”).

On November 17, 2020, the Corporation issued a press release announcing Mr. Marleau’s appointment to the Board. A copy of this press release is being furnished as Exhibit 99.2 to this Current Report.

The information provided under this Item 7.01, including exhibits 99.1 and 99.2, is being furnished by the Corporation pursuant to this Item 7.01 only and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1*	Press Release, dated November 17, 2020, announcing the resignation of Remo Mancini from the Board of Directors of Riot Blockchain, Inc.
99.2*	Press Release, dated November 17, 2020, announcing the appointment of Hubert Marleau to the Board of Directors of Riot Blockchain, Inc.

*The information contained in this Press Release is furnished but not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

S I G N A T U R E

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

RIOT BLOCKCHAIN, INC.

Date: November 18, 2020

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

Riot Blockchain Announces Change in its Board of Directors

CASTLE ROCK, CO. – November 17, 2020 – Riot Blockchain, Inc. (NASDAQ: RIOT) ("Riot" or the "Company") one of the few Nasdaq listed public cryptocurrency mining companies in the United States, announced today that Remo Mancini has resigned from the Company's Board of Directors, effective immediately.

Mr. Mancini said, "It has been a privilege to serve on the Board of Directors of Riot Blockchain. I wish the Company and its new leadership well."

The Company noted, "We are grateful to Remo Mancini for his years of service and leadership on the Board of Directors of Riot Blockchain. He has made an immeasurable impact on the Company. We thank him for his contributions and wish him well." The Company further commented, "Mr. Mancini's decision to resign from the Company's Board of Directors is not the result of any disagreement with the Company's operations, policies or procedures."

About Riot Blockchain

Riot Blockchain (NASDAQ: RIOT) specializes in cryptocurrency mining with a focus on bitcoin. Riot also holds non-controlling investments in blockchain technology companies. Riot is headquartered in Castle Rock, Colorado, and the Company's primary mining facility is located in Massena, New York under a colocation agreement with Coinmint. For more information, visit www.RiotBlockchain.com.

Safe Harbor

The information provided in this press release may include forward-looking statements 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. 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 periodic 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 www.sec.gov. The Company does not undertake any obligation to update forward-looking statements contained in this press release.

For further information, please contact

CONTACT:

Media Contact:

PR@RiotBlockchain.com

Investor Contact:

IR@RiotBlockchain.com

SOURCE: Riot Blockchain, Inc.

Riot Blockchain Announces Appointment of New Director

CASTLE ROCK, CO. – November 17, 2020 – Riot Blockchain, Inc. (NASDAQ: RIOT) ("Riot" or the "Company") one of the few Nasdaq listed public cryptocurrency mining companies in the United States, is pleased to announce that Hubert Marleau has been appointed to the Company's Board of Directors, effective today, to fill the previously announced vacancy.

Mr. Marleau, age 76, is a veteran capital markets professional, corporate director, and Chair of the Marleau Lecture Series on Economic and Monetary Policy at the University of Ottawa. Currently, he serves as Chief Economist at Palos Management, a boutique investment management firm headquartered in Montreal, Canada. In addition to a career in the capital markets that has spanned over five decades, Mr. Marleau has previously served as a Governor of the Montreal and Vancouver stock exchanges, and as a Director of the Listing Committee for the Toronto Stock Exchange and Director of the Investment Dealers Association of Canada (now known as IIROC).

Mr. Marleau's broad areas of expertise include macroeconomic policy & analysis, corporate governance, financial analysis, and investment banking. In addition to his being a current or past board member of approximately fifty publicly traded companies, he has raised funds privately and publicly for hundreds of emerging and mature companies, structured numerous mergers and acquisitions, and acted as the driving force behind numerous transactions. Mr. Marleau graduated from the University of Ottawa with an Honours Bachelor of Social Sciences in Economics.

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For further information, please contact

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SOURCE: Riot Blockchain, Inc.