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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Werner Ryan D.</u>  (Last) (First) (Middle) <u>C/O RIOT PLATFORMS, INC.</u> <u>3855 AMBROSIA STREET, SUITE 301</u>  (Street) <u>CASTLE ROCK CO 80109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Riot Platforms, Inc. [ RIOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____  <p style="text-align: center;"><b>SVP, CAO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/13/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	07/13/2023		A <sup>(1)</sup>		19,714 <sup>(2)</sup>	A	\$0	299,241	D	
Common Stock	07/13/2023		A <sup>(1)</sup>		39,428 <sup>(3)</sup>	A	\$0	338,669	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents a grant of unvested restricted shares of the Issuer's Common Stock, no par value per share, (the "Restricted Shares") granted to the Reporting Person, as compensation for services to the Issuer, according to the Long-Term Incentive Program established, as of July 13, 2023, (the "LTIP") by the Issuer's Compensation and Human Resources Committee of its Board of Directors (the "Committee") under the Issuer's 2019 Equity Incentive Plan, as amended, (the "Equity Plan") for the period ending July 31, 2026 (the "Award Term"). According to the award agreement between the Issuer and Reporting Person governing such award (the "Award Agreement"), the final number of Restricted Shares to vest shall be determined as of the end of the Award Term, based on (i) the Reporting Person's continued employment with the Issuer through vesting, and (ii) the Issuer's achievement of certain performance objectives established for it by the Committee under the LTIP.
- Represents the award of service-based restricted shares of the Issuer's Common Stock ("RSAs") granted to the Reporting Person, as authorized by the Committee under the LTIP, as compensation for serving as the Issuer's SVP and Chief Accounting Officer, pursuant to an LTIP award agreement with the Issuer. These shares are eligible to vest, if at all, in three approximately equal annual tranches as of July 1, 2024, July 1, 2025 and July 1, 2026, subject to the Reporting Person's continued service with the Issuer through the applicable vesting dates. Any unvested portion of the RSAs shall be automatically forfeited and returned to the Issuer, without consideration therefore.
- Represents the maximum achievable award of performance-based restricted shares of the Issuer's Common Stock ("PRSAs") of up to a maximum of 200% of the target amount, which is 39,428, during the three-year performance period from January 1, 2023 through December 31, 2025 (the "Performance Period"), granted to the Reporting Person, as authorized by the Committee under the LTIP, pursuant to an LTIP award agreement with the Issuer. These PRSAs are eligible to vest, if at all, based upon certification by the Committee of the Company's achievement, as of the end of the Performance Period, of performance objectives, and subject to the Reporting Person's continued service with the Issuer through July 31, 2026. Any unvested portion of the PRSAs shall be automatically forfeited and returned to the Issuer, without consideration therefore.

/s/ Alexander K. Travis, Attorney-in-Fact for Ryan Werner 07/17/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.