

FORM 4

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

OMB APPROVAL
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Ruden Brian <small>(Last) (First) (Middle)</small> C/O MEDICINE MAN TECHNOLOGIES, INC., 4880 HAVANA STREET, SUITE 201 <small>(Street)</small> DENVER, CO 80239 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Medicine Man Technologies, Inc. [SHWZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 10/01/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date 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	10/01/2020		A		42,735	A	\$ 0 (1)	42,735	D	

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

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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				
Series A Cumulative Convertible Preferred Stock	\$ 1.2 (2)	12/17/2020		A		1,431		(3)	(3)	Common Stock	1,192,500 (4)	\$ 1,000	1,431	D	
Series A Cumulative Convertible Preferred Stock	\$ 1.2 (2)	12/18/2020		A		1,370		(3)	(3)	Common Stock	1,141,667 (4)	\$ 1,000	2,801	D	
Series A Cumulative Convertible Preferred Stock	\$ 1.2 (2)	02/03/2021		A		604		(3)	(3)	Common Stock	503,333 (4)	\$ 1,000	3,405	D	
Series A Cumulative Convertible Preferred Stock	\$ 1.2 (2)	03/02/2021		A		5,746		(3)	(3)	Common Stock	4,788,333 (4)	\$ 1,000	9,151	D	
Warrant (Right to Buy)	\$ 1.2	12/17/2020		A		268,375		12/17/2020	12/17/2025	Common Stock	268,375	(5)	268,375	D	
Warrant (Right to Buy)	\$ 1.2	12/18/2020		A		257,036		12/18/2020	12/18/2025	Common Stock	257,036	(5)	257,036	D	
Warrant (Right to Buy)	\$ 1.2	02/03/2021		A		113,211		02/03/2021	02/03/2026	Common Stock	113,211	(5)	113,211	D	
Warrant (Right to Buy)	\$ 1.2	03/02/2021		A		1,077,331		03/02/2021	03/02/2026	Common Stock	1,077,331	(5)	1,077,331	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ruden Brian C/O MEDICINE MAN TECHNOLOGIES, INC. 4880 HAVANA STREET, SUITE 201 DENVER, CO 80239	X			

Signatures

/s/ Brian Ruden		04/30/2021
<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) The issuer granted the reporting person shares of common stock with an aggregate value of \$50,000 for service on its board of directors.

(2) Subject to adjustment, as described in the Certificate of Designation.

The shares of Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Shares") are convertible into shares of the common stock (the "Common Shares") of Medicine Man Technologies, Inc. (the "Company") upon the events specified in the Company's Certificate of Designation of Series A Cumulative Convertible Preferred Stock (the "Certificate of Designation"). The Preferred stock is perpetual and therefore has no expiration date.

Represents the number of Common Shares issuable upon conversion of the Series A Preferred Shares on the date of the reported transaction. Each Series A Preferred Share is convertible into that

(4) number of Common Shares equal to the preference amount (initially \$1,000) plus any accrued dividends with respect to such share, divided by the conversion price (initially \$1.20), subject to adjustment as set forth in the Certificate of Designation. The Series A Preferred Shares earn a cumulative dividend of 8% per annum.

The reporting person received the warrants under Asset Purchase Agreements entered into by entities partly-owned by the reporting person upon the sale of assets by such entities to the issuer on the

(5) following dates, December 17, 2020; December 18, 2020; February 3, 2021; March 2, 2021. The consideration paid for the assets consisted of a mix of cash, deferred cash, shares of the issuer's Series A Cumulative Convertible Preferred Stock (the "Series A Shares") and warrants to purchase shares of the issuer's common stock

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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