

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Pabon Daniel <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. [MDCL] 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2019 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <u>General Counsel</u> ___ Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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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)			

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
Employee Stock Option (Right to Buy)	\$ 2.85	12/05/2019		A		550,000		(1)	12/04/2029	Common Stock	550,000	\$ 0	550,000	D	
Employee Stock Option (Right to Buy)	\$ 1.52	03/27/2020		A		100,000		(2)	03/26/2030	Common Stock	100,000	\$ 0	100,000	D	
Employee Stock Option (Right to Buy)	\$ 1.26	12/15/2020		A		550,000		(3)	12/14/2030	Common Stock	550,000	(4)	550,000	D	
Employee Stock Option (Right to Buy)	\$ 2.85	12/15/2020		D		550,000		(1)	12/04/2029	Common Stock	550,000	(4)	0	D	
Employee Stock Option (Right to Buy)	\$ 1.26	12/15/2020		A		100,000		(5)	12/14/2030	Common Stock	100,000	(4)	100,000	D	
Employee Stock Option (Right to Buy)	\$ 1.52	12/15/2020		D		100,000		(2)	03/26/2030	Common Stock	100,000	(4)	0	D	

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Pabon Daniel C/O MEDICINE MAN TECHNOLOGIES, INC. 4880 HAVANA STREET, SUITE 201 DENVER, CO 80239			General Counsel	

Signatures

/s/ Daniel R. Pabon		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 options vest in four (4) equal annual installments on each anniversary of the grant date, beginning on December 5, 2020.
- (2) The options vest in four (4) equal annual installments on each anniversary of the grant date, beginning on March 27, 2021.
- (3) 25% of the option vested immediately upon grant on December 15, 2020. The remainder of the stock option vests in three (3) equal annual installments beginning on December 5, 2021 and the following two (2) anniversaries.
- (4) The reporting person agreed to cancellation of (i) an option to purchase 550,000 shares of common stock granted to him on December 5, 2019, and (ii) an option to purchase 100,000 shares of common stock granted to him on March 27, 2020, in each case, for a new option having a lower exercise price.
- (5) The options vest in four (4) equal annual installments beginning on March 27, 2021 and the following three (3) anniversaries.

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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