

# 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* Dye Capital & Co LLC		2. Issuer Name and Ticker or Trading Symbol Medicine Man Technologies, Inc. [SHWZ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) <input checked="" type="checkbox"/> 10% Owner ____ Other (specify below)					
(Last) (First) (Middle) C/O DYE CAPITAL AND COMPANY LLC, 350 CAMINO GARDENS BLVD. STE. 200		3. Date of Earliest Transaction (Month/Day/Year) 12/16/2020							
(Street) BOCA RATON, FL 33431		4. If Amendment, Date Original Filed(Month/Day/Year)		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					
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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					
Convertible Note	(1)	12/16/2020		P		5,000,000		(1)	(1)	Footnote (1)	\$ 5,000,000	\$ 5,000,000	D	
Convertible Note	\$ 1.2 (3)	02/26/2021		C		5,060		(4)	(4)	Series A Cumulative Convertible Preferred Stock	\$ 0	5,060	D	
Series A Cumulative Convertible Preferred Stock	\$ 1.2 (3)	02/26/2021		C		5,060		(4)	(4)	Common Stock	\$ 0	4,216,667 (5)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dye Capital & Co LLC C/O DYE CAPITAL AND COMPANY LLC 350 CAMINO GARDENS BLVD. STE. 200 BOCA RATON, FL 33431		X		

## Signatures

/s/ Justin C. Dye  
Signature of Reporting Person  
Date 05/04/2021

## 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).

The Convertible Promissory Note and Security Agreement (the "Note") is convertible if (i) a Qualified Financing (as defined in the Note) occurs one or before the maturity date or the holder receives a Prepayment Notice (as defined in the Note). The outstanding amount under the Note is convertible at the option of the holder into either (a) the securities issued in the Qualified Financing, or (b) (1) shares of the issuer's Series A Cumulative Convertible Preferred Stock at a conversion price equal to the price per share paid by other investors in the Qualified Financing or the issuance of the Series A Cumulative Convertible Preferred Stock.

5,060 Series A Preferred Shares are held by Dye Capital & Company ("Dye Capital") and 21,350 Series A Preferred Shares by Dye Capital Cann Holdings II, LLC ("Cann II"). Dye Capital is the (2) manager of Cann II. As the general partner of Dye Capital, Mr. Dye has voting and investment control over the Series A Preferred Shares held by Dye Capital and Cann II. Mr. Dye disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

(3) 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 (4) 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 (5) 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.

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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