

# 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 Joudeh Naser Ahmad			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 _____ 10% Owner _____ Officer (give title below) _____ X Other (specify below) _____ Filer		
(Last) (First) (Middle) 16836 EAST WEAVER PLACE			3. Date of Earliest Transaction (Month/Day/Year) 03/03/2021					
(Street) AURORA, CO 80016			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)	Price			

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)		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
Series A Cumulative Convertible Preferred Stock	\$ 1.20 (1)	03/02/2021		A			(2)	(2)	Common stock	455,833 (3)	\$ 1,000	2,990	D	
Series A Cumulative Convertible Preferred Stock	\$ 1.20 (1)	03/02/2021		A			(2)	(2)	Common stock	720,833 (3)	\$ 1,000	3,855	I	Spouse
Series A Cumulative Convertible Preferred Stock	\$ 1.20 (1)	03/02/2021		A			(2)	(2)	Common stock	3,190,000 (3)	\$ 1,000	7,683	I	Spouse
Warrant (Right to Buy)	\$ 1.20	03/02/2021		A		102,548	03/02/2020	03/02/2025	Common stock	102,548 (4)		102,548	D	
Warrant (Right to Buy)	\$ 1.20	03/02/2021		A		162,044	03/02/2020	03/02/2025	Common stock	162,044 (4)		264,592	I	Spouse
Warrant (Right to Buy)	\$ 1.20	03/02/2021		A		717,870	03/02/2020	03/02/2025	Common stock	717,870 (4)		982,462	I	Spouse

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Joudeh Naser Ahmad 16836 EAST WEAVER PLACE AURORA, CO 80016				Filer

## Signatures

Naser Ahmad Joudeh	06/24/2021
	Date

## 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) 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 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.

(4) 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 following date: March 3, 2021.

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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