

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

1. Name and Address of Reporting Person* <u>Dye Capital Cann Holdings, II</u> (Last) (First) (Middle) C/O DYE CAPITAL AND COMPANY LLC 350 CAMINO GARDENS BLVD. STE. 200 (Street) BOCA RATON FL 33431 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc. [SHWZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2020	
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			

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	12/16/2020		P	7,700		(2)	(2)	Common Stock	6,416,667 ⁽³⁾	\$1,000	7,700	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	12/18/2020		P	1,450		(2)	(2)	Common Stock	1,208,333 ⁽³⁾	\$1,000	9,150	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	12/22/2020		P	1,300		(2)	(2)	Common Stock	1,083,333 ⁽³⁾	\$1,000	10,450	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	02/03/2021		P	3,100		(2)	(2)	Common Stock	2,583,333 ⁽³⁾	\$1,000	13,550	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	02/25/2021		P	1,300		(2)	(2)	Common Stock	1,083,333 ⁽³⁾	\$1,000	14,850	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	03/02/2021		P	2,500		(2)	(2)	Common Stock	2,083,333 ⁽³⁾	\$1,000	17,350	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	03/30/2021		P	4,000		(2)	(2)	Common Stock	3,333,333 ⁽³⁾	\$1,000	21,350	D	

Explanation of Responses:

- 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.

/s/ Justin C. Dye

06/08/2021

** 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.

