

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rubin Marc R</u>  (Last) (First) (Middle) <u>C/O MEDICINE MAN TECHNOLOGIES, INC.</u> <u>4880 HAVANA ST, STE 201</u>  (Street) <u>DENVER CO 80239</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/28/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc. [ SHWZ ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series A Cumulative Convertible Preferred Stock</u>	(1)	(1)	<u>Common Stock</u> <u>24,432,330<sup>(2)</sup></u>	<u>1.2<sup>(3)</sup></u>	<u>I</u>	<u>By CRW Capital Cann Holdings, LLC<sup>(4)</sup></u>
<u>13% Senior Convertible Note Due 2026</u>	<u>12/07/2021</u>	<u>12/07/2026</u>	<u>Common Stock</u> <u>100,000</u>	<u>2.24<sup>(5)</sup></u>	<u>I</u>	<u>See Footnote<sup>(6)</sup></u>

**Explanation of Responses:**

- The shares of Series A Cumulative Convertible Preferred Stock (the "Series A Shares") are convertible into shares of 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, as amended (the "Certificate"). The Preferred stock is perpetual and therefore has no expiration date.
- Represents the number of Common Shares issuable upon conversion of the Series A Shares on the date of the event requiring this report. Each Series A 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. The Series A Shares earn a cumulative dividend of 8% per annum.
- Subject to adjustment, as described in the Certificate.
- CRW Capital Cann Holdings, LLC (the "Holder") in the record holder of the reported shares. Mr. Rubin is a manager of CRW Capital, LLC, which is the sole manager of the Holder. Mr. Rubin disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- On December 7, 2021, the Company completed an offering of its 13% Senior Secured Convertible Notes due December 7, 2026 (the "Notes"). The Notes are convertible at any time at the option of the holder into shares of the Company's common stock. The foregoing description of the Notes does not purport to be complete and is subject to and qualified in its entirety by reference to the Form of Convertible Note included as Exhibit 4.2 and the indenture included as Exhibit 4.1 in the Company's Current Report on Form 8-K filed on December 9, 2021, which is incorporated by reference.
- The Rubin Revocable Trust U/A/D 05/09/2011 (the "Note Holder") is the record holder of the reported shares. Mr. Rubin is a co-trustee of the Note Holder. Mr. Rubin disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

**Remarks:**

- Due to a clerical error, this Form 3 was initially filed on November 7, 2022 using an incorrect CIK code. The filing was intended to relate to Marc R Rubin. This filing is being made for the sole purpose of correcting that error.
- On October 28, 2022, the Company appointed the reporting person as a Class B director of the Company. Exhibit 24 - Power of Attorney

/s/ Daniel R. Pabon,  
attorney-in-fact for Marc Rubin 12/02/2022

\*\* 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 5 (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.**

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Rikard Lundberg, Esq., of Brownstein, Hyatt, Farber, Schreck, LLP, and Daniel R. Pabon, General Counsel of Medicine Man Technologies, Inc. (the "Company"), or either of them signing singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) prepare, execute and submit to the U.S. Securities Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) prepare, execute and submit to the SEC, Medicine Man Technologies, Inc. (the "Company"), and/or any national securities exchange or securities market on which the Company's securities are listed or quoted any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company, including Forms 3, 4 and 5, and Forms 144;

(3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact;

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact, or such Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by the undersigned in the undersigned's capacity as current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch, or other entity connected with, related to or affiliated with the Company. The undersigned acknowledges that:

(a) this Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;

(b) any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;

(c) neither the Company nor the Attorney-in-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of federal and state securities laws, including without limitation, Section 13 and Section 16 of the Exchange Act or Rule 144, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act;

(d) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under federal and state securities laws, including without limitation, Section 13 and Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

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This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an Attorney-in-Fact is no longer employed by Brownstein, Hyatt, Farber, Schreck, LLP or its affiliates, or the Company or its affiliates, as applicable, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney-in-Fact, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of November, 2022.

By: /s/ Marc Rubin

Name: Marc Rubin

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