

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>Joudeh Naser Ahmad</u>  (Last) (First) (Middle) <u>16836 EAST WEAVER PLACE</u>  (Street) <u>AURORA CO 80016</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/17/2020</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Filer</u>	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 <input type="checkbox"/> 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	Title	Amount or Number of Shares			
Series A Cumulative Convertible Preferred Stock	(1)	(1)	Common stock	1,192,500 <sup>(2)</sup>	1.2 <sup>(3)</sup>	D	
Series A Cumulative Convertible Preferred Stock	(1)	(1)	Common stock	645,000 <sup>(2)</sup>	1.2 <sup>(3)</sup>	D	
Series A Cumulative Convertible Preferred Stock	(1)	(1)	Common stock	498,333 <sup>(2)</sup>	1.2 <sup>(3)</sup>	I	Spouse
Series A Cumulative Convertible Preferred Stock	(1)	(1)	Common stock	198,333 <sup>(2)</sup>	1.2 <sup>(3)</sup>	D	
Warrants (Right to Buy)	(4)	(4)	Common stock	268,375	1.2	D	
Warrants (Right to Buy)	(4)	(4)	Common stock	145,208	1.2	D	
Warrants (Right to Buy)	(4)	(4)	Common stock	111,881	1.2	I	Spouse
Warrants (Right to Buy)	(4)	(4)	Common stock	44,548	1.2	D	

**Explanation of Responses:**

1. 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.

2. 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.

3. Subject to adjustment, as described in the Certificate of Designation.

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 dates: December 17, 2020; December 18, 2020; and February 3, 2021.

Naser Ahmad Joudeh

06/21/2021

\*\* 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 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.