

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	03/02/2021		A		547		(2)	(2)	Common stock	455,833 ⁽³⁾	\$1,000	2,990	D	
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	03/02/2021		A		865		(2)	(2)	Common stock	720,833 ⁽³⁾	\$1,000	3,855	I	Spouse
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	03/02/2021		A		547		(2)	(2)	Common stock	3,190,000 ⁽³⁾	\$1,000	7,683	I	Spouse
Warrant (Right to Buy)	\$1.2	03/02/2021		A		102,548		03/02/2020	03/02/2025	Common stock	102,548	(4)	102,548	D	
Warrant (Right to Buy)	\$1.2	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)	\$1.2	03/02/2021		A		717,870		03/02/2020	03/02/2025	Common stock	717,870	(4)	982,462	I	Spouse

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.
- 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.

Naser Ahmad Joudeh

06/24/2021

** 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.