

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Dye Justin</u> _____ (Last) (First) (Middle) C/O MEDICINE MAN TECHNOLOGIES, INC. 865 N. ALBION ST., STE 300 _____ (Street) DENVER CO 80220 _____ (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/16/2022		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Common Stock ⁽¹⁾	11/15/2022		A		198,484	A	\$1.57 ⁽²⁾	489,452	D	
Common Stock	02/13/2023		P		500,000	A	\$1.5	500,000	I	See footnote ⁽³⁾
Common Stock	09/29/2023		A		130,801	A	\$0 ⁽⁴⁾	1,616,363 ⁽⁵⁾	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- On November 14, 2022, the reporting person filed a Form 4 that erroneously reported a purchase of 187,484 of shares of Common Stock on November 15, 2022. In fact, as reported in this amendment, the purchase made on November 15, 2022, involved 198,484 shares of common stock. This filing properly reflects the correct number of shares acquired and beneficially owned by the reporting person in and following the reported transaction.
- The reported price in Column 4 is a weighted average purchase price. These shares were purchased in multiple transactions at prices ranging from \$1.34 to \$1.74 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the numbers of shares purchased at each separate price within the range set forth in this footnote.
- On February 15, 2023, the reporting person filed a Form 4 that erroneously reported a purchase of 500,000 of Common Stock on February 13, 2023, as directly owned by the reporting person. In fact, as reported in this amendment, the purchase made on February 13, 2024, represents shares of common stock held by Dye Capital LLLP ("Dye LLLP"). As the managing partner of Dye LLLP, Mr. Dye has voting and investment control over the securities held by Dye LLLP. Mr. Dye disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein. This filing properly reflects the correct number of shares acquired and beneficially owned by the reporting person in and following the reported transaction.
- The issuer granted the reporting person shares of common stock with an aggregate value of \$103,333 (based on the closing price of the common stock on the OTCQX Best Market on September 29, 2023) for services on the board of directors.
- On October 6, 2023, the reporting person filed a Form 4 that erroneously reported the Amount of Securities Beneficially Owned Following Reported Transaction of 1,998,863 shares of Common Stock directly owned by the reporting person. In fact, as reported in this amendment, the Amount of Securities Beneficially Owned Following Reported Transaction involved 1,616,363 shares of Common Stock. This filing properly reflects the correct number of shares acquired and beneficially owned, directly, by the reporting person in and following the reported transaction.

/s/ Daniel R. Pabon Attorney-in-Fact for Justin C. Dye 02/15/2024

** 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.