

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>PUGLISE JOSEPH P.</u> (Last) (First) (Middle) 4880 HAVANA STREET, SUITE 201 (Street) DENVER CO 80239 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/05/2018	3. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc. [MDCL]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer		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	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	(2)	Common Stock	2,000,000	1.49 ⁽³⁾	D	

Explanation of Responses:

- The Reporting Person's Stock Option to acquire shares of the Registrant's common stock were granted pursuant to an Employment Agreement, as amended, and vest and become exercisable as follows: (i) 250,000 on December 5, 2018; (ii) 250,000 on December 5, 2019; (iii) 250,000 on December 5, 2020; (iv) 250,000 on December 5, 2021; (v) 250,000 if the Registrant achieves annual gross revenue in excess of \$25,000,000 in calendar-year 2020 from the certain of the Registrant's operations; (vi) 250,000 if the Registrant achieves annual gross revenues in excess of 40,000,000 in calendar-year 2021 from certain of the Registrant's operations and (vii) 500,000 if the VWAP of the Registrant's common stock is \$5.00 or greater for five (5) consecutive trading days at any time during the term of the Amended Employment Agreement.
- Any unexercised portion of the Stock Option, whether vested or unvested, shall expire on the date which is three (3) years and one (1) month following the date the shares of common stock subject to the Stock Option vest and become exercisable.
- The exercise price of the Stock Option is equal to the fair market value of the Registrant's common stock as of the date of the grant of such Stock Option.

/s/ Joseph P. Puglise 05/24/2019

** 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.