

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) <u>C/O MEDICINE MAN TECHNOLOGIES, INC.</u> <u>4880 HAVANA STREET, SUITE 201</u> (Street) <u>DENVER CO 90239</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc. [MDCL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/05/2019		P		1,500,000	A	\$2	1,500,000	I	See footnote 1

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	Amount or Number of Shares				
Option to purchase common stock ⁽²⁾	\$3.72	06/05/2019		A		300,000		06/05/2019	06/05/2022	Common Stock	300,000	\$0	300,000	D	
Warrant to purchase common stock	\$3.5	06/05/2019		P		1,500,000		06/05/2019	06/05/2022	Common Stock	1,500,000	(1)	1,500,000	I	See footnote 1

Explanation of Responses:

- On June 5, 2019, Medicine Man Technologies, Inc. (the "Company") entered into a securities purchase agreement (the "Purchase Agreement") with Dye Capital Cann Holdings, LLC (the "Investor"). The Reporting Person has voting and investment control of the securities owned by the Investor and disclaims beneficial ownership of the securities for purposes of Section 16 except to the extent of the Reporting Person's pecuniary interest therein. Pursuant to the Purchase Agreement, the Investor purchased, in a private placement 1,500,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") at a price of \$2.00 per share and warrants (the "Warrants") to purchase 1,500,000 shares of Common Stock. The Warrants are for a term of three years and are exercisable at a price of \$3.50.
- The Option vests in 1/2 increments on the one (1) and two (2) year anniversaries of the date of grant.

/s/ Justin Dye

06/14/2019

** 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 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.