

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Huber Nancy B</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2019</u>			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		
4880 HAVANA STREET, SUITE 201			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DENVER CO 80212</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
Employee Stock Option (Right to Buy)	\$2.88	12/05/2019		A		550,000		(1)	12/04/2029	Common Stock	550,000	\$0	550,000	D	
Employee Stock Option (Right to Buy)	\$1.52	03/27/2020		A		100,000		(2)	03/26/2030	Common Stock	100,000	\$0	100,000	D	
Employee Stock Option (Right to Buy)	\$1.26	12/15/2020		A		550,000		(4)	12/14/2030	Common Stock	550,000	(3)	550,000	D	
Employee Stock Option (Right to Buy)	\$1.26	12/15/2020		A		100,000		(5)	12/14/2030	Common Stock	100,000	(3)	100,000	D	
Employee Stock Option (Right to Buy)	\$1.26	12/15/2020		A		50,000		(6)	12/14/2030	Common Stock	50,000	(3)	50,000	D	
Employee Stock Option (Right to Buy)	\$2.88	12/15/2020		D		550,000		(1)	12/04/2029	Common Stock	550,000	(3)	0	D	
Employee Stock Option (Right to Buy)	\$1.52	12/15/2020		D		100,000		(2)	03/26/2030	Common Stock	100,000	(3)	0	D	
Employee Stock Option (Right to Buy)	\$3.17	12/15/2020		D		50,000		(7)	08/18/2029	Common Stock	50,000	(3)	0	D	

Explanation of Responses:

- The options vest in four (4) equal installments on each anniversary of the grant date, beginning December 5, 2020.
- The options vest in four (4) equal installments on each anniversary of the grant date, beginning on March 27, 2021.
- The reporting person agreed to cancellation of (i) an option to purchase 550,000 shares of common stock granted to her on December 5, 2019, (ii) an option to purchase 100,000 shares of common stock granted to her on March 27, 2020, and (iii) an option to purchase 50,000 shares of common stock granted to her on August 19, 2019, in each case, for a new option having a lower exercise price.
- 25% of the option vested immediately upon grant on December 15, 2020. The remainder vest 25% beginning December 5, 2021 and the following two anniversaries of that date.
- The option vest in 25% equal annual installments beginning 3/27/2021 and the following three anniversaries of that date.
- 25% of the option vested immediately upon grant on December 15, 2020. The remainder vest 25% beginning August 19, 2021 and the following two anniversaries of that date.
- The options vest in four (4) equal installments on each anniversary of the grant date, beginning on August 19, 2021.

/s/ Nancy B. Huber

04/30/2021

** 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.