

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(Mark one)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017
- TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _____ to _____.

Commission File Number **000-55450**

MEDICINE MAN TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or organization)

46-5289499
(I.R.S. Employer Identification No.)

4880 Havana Street
Suite 201
Denver, Colorado 80239
(Address of principal executive offices)

(303) 371-0387
(Issuer's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	OTCQB

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Act. Yes No

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
Emerging growth company <input checked="" type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of the completion of the 4th quarter related to FY 2017, the Company had 22,991,137 shares outstanding, of which 15,554,101 shares were held by non-affiliates and 7,437,036 shares were held by affiliates, officers, and or directors. Based upon the closing price of \$1.39 on June 30, 2017 the total value of shares held by non-affiliate shareholders was \$21,620,200. As of March 26, 2018, the Registrant had 24,027,334 shares of Common Stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE - Portions of the Company's Proxy Statement for the Annual Meeting of Shareholders to be held on or about June 9, 2018, or such other date as may be selected in the future, are incorporated by reference in certain sections of PART III.

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the Securities and Exchange Commission on March 27, 2018 (the “Original Filing”). This Amendment No. 1 is being filed solely to amend and supplement Item 15. Item 15 was not included in the original report noted above.

This Amendment No. 1 includes new certifications from the Company’s principal executive officer and principal financial officer, dated as of the date of filing of this Amendment No. 1. Amendment No. 1 speaks as of the date of the Original Filing, does not reflect events that may have occurred after the date of the Original Filing and does not modify or update in any way the disclosures made in the Original Filing, except as described above. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

Exhibit	Description	Reference
3.1	Articles of incorporation, dated March 20, 2014	Form S-1 filed on April 14, 2015, Exhibit 3.1
3.2	Bylaws, dated March 20, 2014	Form S-1 filed on April 14, 2015, Exhibit 3.2
3.3	Articles of Amendment to Articles of Incorporation, dated March 10, 2015	Form S-1 filed on April 14, 2015, Exhibit 3.3
3.4	Amendment to Section 32 of Bylaws	Form 8-K filed on May 2, 2017, Exhibit 3.5
4.1	Specimen Stock Certificate	Form S-1 filed on April 14, 2015, Exhibit 3.4
4.2	Notice to Medicine Man Technologies, Inc. of Intent to Exercise Dissenting Shareholder Rights	Preliminary Information Statement filed on March 6, 2017, Attachment A
4.3	2017 Equity Incentive Plan	Form S-8 Registration Statement filed June 12, 2017, Exhibit 4.1
10.1	Technology License Agreement dated May 1, 2014 between Medicine Man Production corporation and medicine Man Technologies, Inc.	Form S-1 filed on April 14, 2015, Exhibit 10.1
10.2	Agreement with Breakwater Corporate Finance, dated February 5, 2015	Form S-1 filed on April 14, 2015, Exhibit 10.2
10.3	Form of Medicine Man Technologies License Agreement	Form S-1 Amendment filed on September 11, 2015, Exhibit 10.3
10.4	Term Sheet, Acquisition of Pono Publications Ltd., and Success Nutrients Inc., dated August 10, 2016	Form 8-K Current Report filed on August 12, 2016, Exhibit 10.2
10.5	Interim Products and Services Support Agreement, dated October 18, 2016	Form 8-K Current Report filed October 20, 2016, Exhibit 10.3
10.6	Term Sheet, Acquisition of Denver Consulting Group, LLC	Form 8-K Current Report filed May 9, 2017, Exhibit 10.5
10.7	Share Exchange Agreement, dated February 27, 2017	Form 10-K filed April 4, 2017, Exhibit 10.4
10.8	Share Exchange Agreement, dated July 21, 2017	Form 8-K filed July 26, 2017, Exhibit 10.7
10.9	Merger Agreement between Medicine Man Technologies, Inc., Medicine Man consulting Inc. and Pono Publications Ltd., dated February 27, 2017	Form 10-K filed April 4, 2017, Exhibit 10.5
10.10	Office Building Lease, dated January 31, 2017	Form 10-K filed April 4, 2017, Exhibit 10.6
14.1	Code of Business Conduct and Ethics	Form 10-K filed on April 14, 2016, Exhibit 14.1
23.1	Consent of BF Borgers CPA PC, Dated April 10, 2015	Form S-1 filed on April 14, 2015, Exhibit 23.1

The following exhibits are filed with this report:

Exhibit	Description	Reference
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32.1*	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350	
101.INS	XBRL Instance Document.	Form 10-K filed on March 27, 2018
101.SCH	XBRL Taxonomy Extension Schema.	Form 10-K filed on March 27, 2018
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.	Form 10-K filed on March 27, 2018
101.DEF	XBRL Taxonomy Extension Definition Linkbase.	Form 10-K filed on March 27, 2018
101.LAB	XBRL Taxonomy Extension Label Linkbase.	Form 10-K filed on March 27, 2018
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.	Form 10-K filed on March 27, 2018

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned thereunder duly authorized.

Dated: March 29, 2018

MEDICINE MAN TECHNOLOGIES, INC.

By: /s/ Brett Roper
Brett Roper, Chief Executive Officer

By: /s/ Jonathan Sandberg
Jonathan Sandberg, Chief Financial Officer

In accordance with the Exchange Act, this Annual Report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 29, 2018.

/s/ Andrew Williams
Andrew Williams, Director

/s/ Brett Roper
Brett Roper, Director

/s/ James S. Toreson
James S. Toreson, Director

/s/ Charley Haupt
Charly Haupt, Director

/s/ Paul Dickman
Paul Dickman, Director

**CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Brett Roper, certify that:

1. I have reviewed this amendment to annual report on Form 10-K/A of Medicine Man Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedure to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 29, 2018

/s/ Brett Roper

Brett Roper, Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Jonathan Sandberg, certify that:

1. I have reviewed this amendment to annual report on Form 10-K/A of Medicine Man Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedure to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 29, 2018

/s/ Jonathan Sandberg

Jonathan Sandberg, Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this amendment to annual report of Medicine Man Technologies, Inc. (the "Company") on Form 10-K/A for the fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 29, 2018 (the "Report"), we, the undersigned, in the capacities and on the date indicated below, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

1. The Report fully complies with the requirements of Rule 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 29, 2018

/s/ Brett Roper

Brett Roper, Chief Executive Officer

Dated: March 29, 2018

/s/ Jonathan Sandberg

Jonathan Sandberg, Chief Financial Officer