



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 13, 2022

Dan Pabon  
General Counsel  
Medicine Man Technologies, Inc.  
4880 Havana Street Suite 201  
Denver, Colorado 80202

**Re: Medicine Man Technologies, Inc.**  
**Registration on Form S-3**  
**Filed on January 7, 2022**  
**File No. 333-262059**

Dear Mr. Pabon:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Janice Adeloey at 202-551-3034 or Erin Jaskot at 202-551-3442 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Rikard D. Lundberg