

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person James Adrian		2. Issuer Name and Ticker or Trading Symbol Volcon, Inc. [VLCN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O VOLCON, INC., 2590 OAKMONT DRIVE, SUITE 520		3. Date of Earliest Transaction (Month/Day/Year) 12/20/2021			
(Street) ROUND ROCK, TX 78665		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(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			
Common Stock	12/20/2021		P		5,600	A	\$ 7.24 (1)	1,237,000	I	Footnote (2)
Common Stock	12/20/2021		M		5,507,575	A	(3) (4)	6,744,575	I	Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$ 0.98	12/20/2021		M	6,250,000	03/26/2021	03/26/2030	Common Stock	6,250,000	(3)	0	I	Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James Adrian C/O VOLCON, INC. 2590 OAKMONT DRIVE, SUITE 520 ROUND ROCK, TX 78665	X	X		

Signatures

/s/ Adrian James	12/21/2021
Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) This transaction was executed in multiple trades at prices ranging from \$7.21 to \$7.33. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The shares are held by limited liability companies of which the reporting person is the sole manager.

The warrant was held by Highbridge Consultants, LLC and was originally issued for consulting services in August 2020. Mr. Adrian James is the sole manager of Highbridge Consultants, LLC and (3) has voting and dispositive power over the securities. On December 20, 2021, Highbridge Consultants, LLC exercised the 6,250,000 warrants on a cashless basis pursuant to the terms of the warrant agreement. The issuance of the warrant was exempted pursuant to Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

The number of shares issuable upon a cashless exercise is determined, in accordance with Section 2(c) of the warrant agreement by dividing (x) the product of the number of shares of common (4) stock underlying the warrant multiplied by the difference between \$0.98 and (y) the VWAP on the trading day immediately preceding the date of exercise since the notice of exercise was both executed and delivered prior to the opening of "regular trading hours" (as defined in Rule 600(b)(64) of Regulation NMS promulgated under the federal securities laws) on the date of the exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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