

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 25, 2021

GOOD WORKS ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-39625

(Commission File Number)

85-1614529

(IRS Employer
Identification Number)

4265 San Felipe, Suite 603
Houston, Texas 77027
(Address of principal executive offices)

(713) 468-2717

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001 per share	GWAC	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$11.50 per whole share	GWACW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

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.

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 25, 2021, Good Works Acquisition Corp. (“Good Works”) held a special meeting of its stockholders (the “Special Meeting”), at which holders of 13,938,274 shares of common stock, par value \$0.001 per share, representing 64.896% of the voting power of Good Work’s common stock as of the July 27, 2021 record date, and constituting a quorum for the transaction of business, were present in person or by proxy. The proposals listed below are described in more detail in the definitive proxy statement/prospectus of Good Works which was filed with the Securities and Exchange Commission (the “SEC”) on August 2, 2021 (the “Proxy Statement”). A summary of the voting results at the Special Meeting is set forth below:

The shareholders approved the Business Combination Proposal, the Charter Amendment Proposals, the Incentive Plan Proposal, the Director Election Proposal and the Nasdaq Proposal (each as defined in the Proxy Statement).

The voting results for each proposal were as follows:

The Business Combination Proposal:

For	Against	Abstain
12,251,504	1,686,004	766

Charter Amendment Proposal A:

For	Against	Abstain
12,208,635	1,717,972	11,667

Charter Amendment Proposal B:

For	Against	Abstain
12,006,878	1,925,664	5,732

Charter Amendment Proposal C:

For	Against	Abstain
11,975,712	1,958,153	4,409

Charter Amendment Proposal D:

For	Against	Abstain
12,003,233	1,927,699	7,342

Charter Amendment Proposal E:

For	Against	Abstain
12,271,520	1,659,547	7,207

The Incentive Plan Proposal:

For	Against	Abstain
12,066,303	1,854,788	17,183

The Director Election Proposal:

Class I Directors:

Caitlin Long	For: 12,763,439	Against: 1,041,593	Abstain: 133,342
Robert Dykes	For: 12,765,121	Against: 1,038,934	Abstain: 134,219

Class II Directors:

Holly Morrow Evans	For: 12,753,949	Against: 1,044,718	Abstain: 139,607
James Newsome	For: 12,758,218	Against: 1,040,437	Abstain: 139,619
Wesley Williams	For: 12,759,887	Against: 1,038,768	Abstain: 139,619

Class III Directors:

Tyler Page	For: 12,753,377	Against: 1,043,288	Abstain: 141,609
Cary Grossman	For: 12,753,382	Against: 1,044,723	Abstain: 140,169

The Nasdaq Proposal:

For	Against	Abstain
12,271,806	1,660,384	6,084

As there were sufficient votes to approve the above proposal, the “Adjournment Proposal” described in the Proxy Statement was not presented to stockholders.

Based on the results of the Special Meeting, and subject to the satisfaction or waiver of certain other closing conditions as described in the Proxy Statement, the transactions (the “Transactions”) contemplated by that certain Agreement and Plan of Merger, dated as of March 4, 2021, by and among Currency Merger Sub, Inc., Good Works and Cipher Mining Technologies Inc. (“Cipher”), including the Business Combination (as such term is defined in the Proxy Statement), are expected to be consummated on or about August 26, 2021. Following the consummation of the Transactions, the common stock and warrants of New Cipher (as such term is defined in the Proxy Statement) are expected to begin trading on The Nasdaq Stock Market under the ticker symbols “CIFR” and “CIFRW”, respectively, on August 27, 2021.

Additional Information and Where to Find It

In connection with the proposed business combination between Good Works and Cipher, the registration statement on Form S-4 has been declared effective by the SEC. That registration statement includes the related Proxy Statement of Good Works with respect to Good Works’ Special Meeting. Good Works’ stockholders and other interested persons are advised to read the registration statement and the related Proxy Statement and any documents filed in connection therewith, as these materials will contain important information about Cipher, Good Works, and the proposed Business Combination. The definitive Proxy Statement and related materials were mailed to Good Works’ stockholders who were holders of record as of July 27, 2021.

Investors and security holders may obtain free copies of the Proxy Statement and all other relevant documents filed with the SEC by Good Works through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by Good Works may be obtained free of charge by directing a request to Good Works Acquisition Corp., 4265 San Felipe, Suite 603, Houston, TX 77027, attention: Cary Grossman.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy, any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933.

Item 8.01. Other Events.

In connection with the Business Combination, holders of 12,836,682 shares of Common Stock, par value \$0.001 per share exercised their right to redeem their shares for cash at a redemption price of approximately \$10.00 per share, for an aggregate redemption amount of \$128,366,820.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 25, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 25, 2021

GOOD WORKS ACQUISITION CORP.

By: /s/ Fred Zeidman

Name: Fred Zeidman

Title: Chief Executive Officer and
Co-Chairman

Good Works Acquisition Corp. and Cipher Mining Announce Shareholder Approval of the Business Combination

Expected Closing Date of August 26, 2021

*Combined Company Expected to Begin Trading on Nasdaq Under Ticker Symbols "CIFR" and "CIFRW",
Respectively, on August 27, 2021*

New York, NY, August 25, 2021: (PRNEWswire) – Good Works Acquisition Corp. (“Good Works”) (NASDAQ: GWAC), a U.S. publicly-traded special purpose acquisition company, and Cipher Mining Technologies Inc. (“Cipher Mining” or the “Company”), a U.S.-based Bitcoin mining company, announced that at their special meeting held today (the “Special Meeting”), Good Works' shareholders voted to approve the previously announced proposed business combination between Good Works and Cipher Mining (the “Business Combination”), as well as all other proposals related to the Business Combination. Approximately 87.9% of the votes cast at the meeting, representing approximately 57.0% of Good Works' outstanding shares as of the record date, voted to approve the Business Combination.

Good Works plans to file the results of the Special Meeting, as tabulated by an independent inspector of elections, on a Form 8-K with the Securities and Exchange Commission (the “SEC”) today.

The Business Combination is expected to close on August 26, 2021, subject to the satisfaction or waiver of certain other closing conditions. Upon closing, Cipher Mining's common stock and warrants are expected to begin trading on NASDAQ under the ticker symbols “CIFR” and “CIFRW”, respectively.

About Cipher Mining

Cipher Mining will be an industrial-scale Bitcoin mining company dedicated to expanding and strengthening the Bitcoin network's critical infrastructure. Its goal is to be the leading Bitcoin mining company in the United States. Cipher Mining aims to leverage best-in-class technology, market-leading power purchase arrangements, and a seasoned, dedicated senior management team to become the market leader in Bitcoin mining.

About Good Works

Good Works is a blank check company organized for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization, or other similar business combination with one or more businesses or entities. The Good Works name reflects the fact that its management and directors donated half of their founder shares to charitable organizations in light of the impact that COVID-19 has had on the ability of non-profits to generate contributions and revenues. Good Works' management team consists of Messrs. Fred Zeidman, CEO and Co-Chairman, Douglas Wurth, Co-Chairman, and Cary Grossman, President. I-B Good Works, LLC, an affiliate of I-Bankers Securities is the sponsor of Good Works. Good Works is a publicly-traded special purpose acquisition company, or SPAC, with approximately \$170 million in trust. Management of Good Works has deep experience in private equity investing, corporate finance and executive level management in a number of industries. In addition, they have experience in Bitcoin mining through involvement in a Power Hosting Company and have extensive experience in SPAC mergers and board governance of public and private companies.

Forward Looking Statements

This document contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed business combination between Good Works Acquisition Corp. (“Good Works”) and Cipher Mining Technologies Inc. (“Cipher”), including statements regarding the benefits of the proposed business combination, the anticipated timing of the proposed business combination, the services offered by Cipher and the markets in which Cipher operates, business strategies, debt levels, industry environment, potential growth opportunities, the effects of regulations and Good Works’ or Cipher’s projected future results. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “forecast,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions (including the negative versions of such words or expressions).

Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this document, including but not limited to: (i) the risk that the proposed business combination may not be completed in a timely manner or at all, which may adversely affect the price of Good Works’ securities; (ii) the risk that the proposed business combination may not be completed by Good Works’ business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by Good Works; (iii) the failure to satisfy the conditions to the consummation of the proposed business combination; (iv) the effect of the announcement or pendency of the proposed business combination on Cipher’s business relationships, performance, and business generally; (v) risks that the proposed business combination disrupts current plans of Cipher and potential difficulties in Cipher employee retention as a result of the proposed business combination; (vi) the outcome of any legal proceedings that may be instituted against Good Works or Cipher related to the agreement and plan of merger or the proposed business combination; (vii) the ability to maintain the listing of Good Works’ securities on The Nasdaq Stock Market; (viii) the price of Good Works’ securities, including volatility resulting from changes in the competitive and highly regulated industries in which Cipher plans to operate, variations in performance across competitors, changes in laws and regulations affecting Cipher’s business and changes in the combined capital structure; and (ix) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed business combination, and identify and realize additional opportunities. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in Good Works final proxy statement/information statement/prospectus contained in the Form S-4 registration statement described below, including those under “Risk Factors” therein, Quarterly Reports on Form 10-Q and other documents filed by Good Works from time to time with the U.S. Securities and Exchange Commission (the “SEC”). These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Good Works and Cipher assume no obligation and, except as required by law, do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither Good Works nor Cipher gives any assurance that either Good Works or Cipher will achieve its expectations.

Additional Information and Where to Find It

In connection with the proposed business combination between Good Works and Cipher, the registration statement on Form S-4 has been declared effective by the SEC. That registration statement includes the related proxy statement and prospectus of Good Works with respect to Good Works' special meeting of stockholders. Good Works' shareholders and other interested persons are advised to read the registration statement and the related proxy statement/prospectus and any documents filed in connection therewith, as these materials will contain important information about Cipher, Good Works, and the proposed business combination. The definitive proxy statement and related materials have been mailed to Good Works' shareholders who were holders of record as of July 27, 2021.

Investors and security holders may obtain free copies of the proxy statement/information statement/prospectus and all other relevant documents filed with the SEC by Good Works through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by Good Works may be obtained free of charge by directing a request to Good Works Acquisition Corp., 4265 San Felipe, Suite 603, Houston, TX 77027, attention: Cary Grossman.

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