SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Iwaschuk William

(Last)	(First)	(Middle)

C/O CIPHER MINING INC.

1 VANDERBILT AVENUE, FLOOR 54

(Street)

NEW YORK	NY	10017

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cipher Mining Inc. [CIFR]

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
✔	Officer (give title below)		Other (specify below)

Co-President and CLO

6. Individual or Joint/Group Filing (Check Applicable Line)

✔ Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	12/18/2024		M		234,174	A	(1)	852,722	D	
Common Stock	12/18/2024		F		129,499	D	$6.29	723,223	D	
Common Stock	12/18/2024		M		470,219	A	(1)	1,193,442	D	
Common Stock	12/18/2024		F		260,032	D	$6.29	933,410	D	

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	Amount or Number of Shares				
Restricted Stock Units	(1)	12/18/2024		M			234,174	(2)	(2)	Common Stock	234,174	$0	2,110,659	D	
Restricted Stock Units	(1)	12/18/2024		M			470,219	(3)	(3)	Common Stock	470,219	$0	1,640,440	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.
2. Represents the early vesting and settlement of the final installment of the RSU award granted on November 17, 2021.
3. Represents the early vesting and settlement of the first installment of the RSU award granted on March 9, 2024.

Remarks:

/s/ William Iwaschuk   12/20/2024

** Signature of Reporting Person   Date