

**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): November 4, 2022

CIPHER MINING INC.

(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)

**1 Vanderbilt Avenue
Floor 54, Suite C
New York, New York 10017**
(Address of principal executive offices)

(914) 370-8006
(Registrant's telephone number, including area code)

N/A
(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	CIFR	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	CIFRW	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 1.01. Entry into Material Definite Agreement.

On November 4, 2022, through its subsidiary, Cipher Mining Technologies Inc., Cipher Mining Inc. (the “Company”) entered into a Supplementary Agreement of the Framework Agreement on Supply of Blockchain Servers (the “Supplementary Agreement”) with SuperAcme Technology (Hong Kong) Limited (“SuperAcme”), which supplements that certain Amended and Restated Framework Agreement on Supply of Blockchain Services (the “Amended Agreement”), dated May 6, 2022, and that certain Framework Agreement on Supply of Blockchain Servers (the “Original Agreement”), dated September 2, 2021.

The Supplementary Agreement establishes new fixed and floating price terms for remaining purchases of M30S, M30S+ and M30S++ miners and the Company will not be obligated to send any further money to SuperAcme. In connection with the Amended Agreement, SuperAcme has delivered 17,833 miners to date, at an aggregate value of \$53,610,946.00 and the Company has paid aggregate advance payments of \$101,818,600.00. The remaining balance of \$48,207,654.00 will be applied to the purchase of miners under the new fixed and floating price terms set forth in the Supplementary Agreement.

The foregoing description of the material terms of the Amended Agreement does not purport to be complete and is qualified in its entirety by reference to such agreement, which is filed as an exhibit to this Current Report on Form 8-K as part of Item 9.01 hereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Supplementary Agreement of the Framework Agreement on Supply of Blockchain Servers, dated November 4, 2022
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.

Cipher Mining Inc.

Date: November 7, 2022

By: /s/ Tyler Page

Name: Tyler Page

Title: Chief Executive Officer

Supplementary Agreement on Contract
No.SFA-20210901-M30-101

This Supplementary agreement (this “Agreement”) is made and entered into on November 4, 2022 (the “Effective Date”) by and among:

Super Acme Technology (Hong Kong) Limited (company No. of 2676338), a business company incorporated under the laws of Hong Kong and having its registered office at FLAT/RM A 12/F KIU FU COMM BLDG 300 LOCKHART RD WAN CHAI HONGKONG (“the Seller” or “Party A”); and

Cipher Mining Technologies Inc., a Delaware corporation and having its address at One Vanderbilt Avenue, Floor 54, Suite C, New York, NY, 10017 United States of America (“Buyer” or “Party B”).

Whereas, Party A and Party B are parties to the Framework Agreement on Supply of Blockchain Servers, Agreement No.: SFA-20210901-M30-101 (the “Framework Agreement”): on September 2, 2021, and the “Amended and Restated Framework Agreement on Supply of Blockchain Servers, Agreement No. SFA-20210901-M30-101 dated as of May 6, 2022 (the “Amended and Restated Framework Agreement”); and

Wherease, the server model, performance parameters and prices set forth in the Amended and Restated Framework Agreement are as follows:

	<u>Model</u>	<u>Hash Rate (TH/s)</u>	<u>Power on Wall (w/T)</u>	<u>Fixed Price</u>	<u>Quantity</u>	<u>Subtotal Based on Fixed Price</u>
Deposit for supply with fixed price	M30S++	110±5%	31±5%	4,782.40	18000	86,083,200.00
	M30S+	100±5%	34±5%	3,790.00	6000	22,740,000.00
	M30S	88±5%	38±5%	2,904.00	6000	17,424,000.00
			Fixed price in Total		30000	126,247,200.00
	<u>Model</u>	<u>Hash Rate (TH/s)</u>	<u>Power on Wall (w/T)</u>	<u>Average Of Max. Price and Min. Price</u>	<u>Quantity</u>	<u>Subtotal Based on Average Price</u>
Deposit for supply with floating price	M30S++	110±5%	31±5%	4,978.40	18000	89,611,200.00
	M30S+	100±5%	34±5%	3,945.00	6000	23,670,000.00
	M30S	88±5%	38±5%	3,014.00	6000	18,084,000.00
			Floating Price in Total		30000	131,365,200.00
			In Total		60000	257,612,400.00

Whereas, based on negotiation and mutual agreement, Party A and Party B reach the following agreement, which shall be executed by both parties:

- As of September 17, 2022, Party A has delivered 17,833 units from July to August 2022, including 7,361 units with fixed price and 10,472 units with floating price. The delivery details are given as below:

Model	Hash Rate	Power Efficiency	Quantity	UNIT PRICE/(USD)	AMOUNT/USD
M30S	84	38	82	US\$2,772.00	US\$227,304.00
M30S	86	38	247	US\$2,838.00	US\$700,986.00
M30S	88	38	972	US\$2,904.00	US\$2,822,688.00
M30S	90	38	609	US\$2,970.00	US\$1,808,730.00
M30S	92	38	55	US\$3,036.00	US\$166,980.00
M30S+	94	34	2	US\$3,562.60	US\$7,125.20
M30S+	96	34	75	US\$3,638.40	US\$272,880.00
M30S+	98	34	85	US\$3,714.20	US\$315,707.00
M30S+	100	32	13	US\$3,790.00	US\$49,270.00
M30S+	100	34	819	US\$3,790.00	US\$3,104,010.00
M30S+	102	34	991	US\$3,865.80	US\$3,831,007.80
M30S++	104	31	26	US\$4,440.80	US\$115,460.80
M30S++	106	31	2300	US\$4,526.20	US\$10,410,260.00
M30S++	108	31	1067	US\$4,611.60	US\$4,920,577.20
M30S++	110	31	18	US\$4,697.00	US\$84,546.00
M30S	86	38	151	US\$1,591.00	US\$240,241.00
Total fixed price:			7361		US\$28,837,532.00

M30S	88	38	960	US\$1,628.00	US\$1,562,880.00
M30S	90	38	845	US\$1,665.00	US\$1,406,925.00
M30S	92	38	27	US\$1,702.00	US\$45,954.00
M30S+	98	34	161	US\$2,136.40	US\$343,960.40
M30S+	100	34	1000	US\$2,180.00	US\$2,180,000.00
M30S+	102	34	926	US\$2,223.60	US\$2,059,053.60
M30S++	98	31	3	US\$2,469.60	US\$7,408.80
M30S++	100	31	239	US\$2,520.00	US\$602,280.00
M30S++	100	32	6	US\$2,520.00	US\$15,120.00
M30S++	102	31	943	US\$2,570.40	US\$2,423,887.20
M30S++	102	32	3	US\$2,570.40	US\$7,711.20
M30S++	104	31	2446	US\$2,620.80	US\$6,410,476.80
M30S++	104	32	6	US\$2,620.80	US\$15,724.80
M30S++	106	31	1012	US\$2,671.20	US\$2,703,254.40
M30S++	106	32	36	US\$2,671.20	US\$96,163.20
M30S++	108	31	1621	US\$2,721.60	US\$4,411,713.60
M30S++	108	32	10	US\$2,721.60	US\$27,216.00
M30S++	110	31	77	US\$2,772.00	US\$213,444.00
Total floating price:			10472	Floating price total:	US\$24,773,414.00
In total:			17833	In total:	US\$53,610,946.00

2. As of September 15, 2022, Party B has paid USD 101,818,600.00, including USD 59,104,480.00 for fixed payment and USD 42,714,120.00 for floating payment.

Total Payment for fixed portion	US\$59,104,480.00
Total Amounts Shipped	US\$28,837,532.00
Total Amount Left for fixed Portion	US\$30,266,948.00
Total Payment for Floating Portion	US\$42,714,120.00
Total Amount shipped for floating Portion	US\$24,773,414.00
Total Amount left for Floating Portion	US\$17,940,706.00

The remaining amount USD 48,207,654.00 (calculated as USD 101,818,600.00 minus USD 53,610,946.00) will be used for the purchase of M30S++/M30S+/M30S with the new price as set forth below and Buyer will not be obligated to send any further money to Seller.

<u>Model</u>	<u>fixed (USD/TH)</u>	<u>Floating (USD/TH)</u>
M30S	24.4	18.5
M30S+	28.4	21.8
M30S++	32	25.2

Both parties agree that the subsequent delivery of machines shall be carried out according to the remaining total balance amount USD 30,266,948.00 in fixed price and USD 17,940,706.00 in floating price, the specific delivery model and quantity can be mutually agreed by both parties. The final deliveries shall occur no later than December 15, 2022. After the final deliveries of machines has been completed, Seller will not be obligated to deliver any further machines .

3. This Agreement is the last supplementary agreement of the Framework Agreement SFA-20210901-M30-101. No matter how the changes in the market environment and relevant policies in the future, both parties agree that no further modification will be made to the Framework Agreement SFA-20210901-M30-101 until the execution is completed.
4. This Agreement is a supplementary agreement to the Framework Agreement No. SFA-20210901-M30-101 and the Amended and Restated Framework Agreement and an integral part of the Framework Agreement and the Amended and Restated Framework Agreement.
5. This agreement shall become effective after being signed by all parties.

[The remainder of this page has been left intentionally blank]

IN WITNESS WHEREOF, the Parties hereto have caused their respective duly authorized representatives to execute this Agreement on the date and year first above written.

The Seller: **Super Acme Technology (Hong Kong) Limited**

(seal)

/s/ Jianbing Chen

Authorized representative: Jianbing Chen, COO

Date: 11/3/2022

The Buyer: **Cipher Mining Technologies Inc.**

/s/ Tyler Page

Authorized representative: Tyler Page

Date: 11/3/2022