Instruction 1(b).

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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Check this box if no longer subject	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
to Section 16. Form 4 or Form 5	
obligations may continue. See	

OMB APPROVAL								
OMB Number:	3235-0287							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Flatley Robert			2. Issuer Name and Ticker or Trading Symbol Cipher Mining Inc. [ CIFR ]								ck all app Direc	nship of Reportin applicable) Director		10% Ov	wner				
(Last)	(Fir	st) (M	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 02/20/2024									Office below	er (give title /)		Other (s below)	specify	
C/O CIPHER MINING INC.			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Individual or Joint/Group Filing (Check Applicable										
1 VANDERBILT AVENUE, FLOOR 54, SUITE C									1 ′	X Form filed by One Reporting Person									
(Street)	(Street) NEW YORK NY 10017											Form filed by More than One Reporting Person							
	NEW TORK IVI 10017				Rul	Rule 10b5-1(c) Transaction Indication													
(City)	(Sta	(State) (Zip)				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transact Date (Month/Date				Execu ay/Year) if any		Deemed cution Date, ny nth/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities A Disposed Of (Instr. 5)			es Acquired (A) Of (D) (Instr. 3, 4		A) or s, 4 and	5. Amo Securit Benefic Owned Report	ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) or (D)		rice	Transa	ction(s) 3 and 4)			(Instr. 4)		
Common Stock 02/20/				02/20/	/2024			A		9,563	9,563 A		\$0.00	0 32,223			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)	perivative   Conversion   Date   Execution Date, ecurity   or Exercise   (Month/Day/Year)   if any			Transaction of Code (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		D S (I	Price of erivative ecurity nstr. 5)	vative derivative urity Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amor or Numl of Share	ber					

**Explanation of Responses:** 

William Iwaschuk, Attorneyin-Fact for Robert Flatley

02/21/2024

\*\* Signature of Reporting Person

Date

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).