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

**Post-Effective Amendment No. 1
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Cipher Mining Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7374
(Primary Standard Industrial
Classification Code Number)

85-1614529
(IRS Employer
Identification Number)

**1 Vanderbilt Avenue, Floor 54, Suite C
New York, New York 10017
Tel.: (332) 262-2300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William Iwaschuk
Chief Legal Officer
Cipher Mining Inc.
1 Vanderbilt Avenue, Floor 54, Suite C
New York, New York 10017
United States of America
Tel.: (332) 262-2300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**David Stewart
Ryan Maieron
Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom
+44-20-7710-3098**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act") check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-262283)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

This Post-Effective Amendment No. 1 shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-1 of Cipher Mining Inc. (File No. 333-262283), initially filed on January 21, 2022 and declared effective by the Securities and Exchange Commission on January 28, 2022 (the “Registration Statement”), is being filed as an exhibit-only filing solely to file the consent of Marcum LLP with respect to its report dated March 4, 2022 relating to the financial statements of Cipher Mining Inc. contained in its Annual Report on Form 10-K for the year ended December 31, 2021 and included in the Prospectus Supplement No. 1 dated March 7, 2022 filed pursuant to Rule 424(b)(3), filed herewith as Exhibit 23.1 (the “Consent”). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the Consent. The prospectus and the balance of Part II of the Registration Statement are unchanged hereby and have been omitted.

Part II-INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
23.1*	Consent of Marcum LLP (with respect to Cipher Mining Inc. consolidated financial statements).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this post-effective amendment to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 7, 2022.

Cipher Mining Inc.

By: /s/ Tyler Page

Name: Tyler Page

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement on Form S-1 has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tyler Page</u> Tyler Page	Director, Chief Executive Officer <i>(Principal Executive Officer)</i>	March 7, 2022
<u>/s/ Edward Farrell</u> Edward Farrell	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	March 7, 2022
<u>*</u> Caitlin Long	Director	March 7, 2022
<u>*</u> Holly Morrow Evans	Director	March 7, 2022
<u>*</u> Robert Dykes	Director	March 7, 2022
<u>*</u> James Newsome	Director	March 7, 2022
<u>*</u> Cary Grossman	Director	March 7, 2022
<u>*</u> Wesley Williams	Director	March 7, 2022
<u>*By: /s/ Tyler Page</u> Tyler Page <i>Attorney-in-fact</i>		March 7, 2022

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the use in connection with the Registration Statement of Cipher Mining Inc. on Form S-1 File No. 333-262283 of our report dated March 4, 2022, with respect to our audits of the consolidated financial statements of Cipher Mining Inc. as of December 31, 2021 and January 31, 2021 and for the eleven months ended December 31, 2021 and the period from January 7, 2021 (inception) through January 31, 2021, which report is included in the Annual Report on Form 10-K of Cipher Mining Inc. for the year ended December 31, 2021.

/s/ Marcum LLP

San Francisco, CA
March 4, 2022