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

**FORM S-8
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)

84-1614529
(I.R.S. Employer
Identification No.)

**1 Vanderbilt Avenue, Floor 54, Suite C
New York, New York 10017
Tel.: (332) 262-2300**
(Address of principal executive offices, including zip code)

CIPHER MINING INC. 2021 INCENTIVE AWARD PLAN
(Full title of the plan)

**William Iwaschuk
Co-President, Chief Legal Officer and
Corporate Secretary
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 and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, Cipher Mining Inc. (the “Registrant”) is filing this Registration Statement with the U.S. Securities and Exchange Commission (the “Commission”) to register 7,659,633 additional shares of the Registrant’s Common Stock for issuance under the Cipher Mining Inc. 2021 Incentive Award Plan (the “Plan”). This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on November 17, 2021 (File No. 333-261148) to the extent not superseded hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I is omitted from this filing and is included in documents sent or provided to participants in the Plan covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended [December 31, 2023](#), filed with the Commission on March 5, 2024 (File No. 001-39625);
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above; and
- (c) the description of the Company’s shares of Common Stock contained in the Registrant’s Annual Report on Form 10-K for the year ended [December 31, 2021](#), filed with the Commission on March 4, 2022 (File No. 001-39625), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part thereof from the date of filing of such documents. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.**Exhibit
Number**

- 5.1* [Opinion of Davis Polk & Wardwell, LLP.](#)
- 23.1* [Consent of Davis Polk & Wardwell, LLP \(included in Exhibit 5.1\).](#)
- 23.2* [Consent of Marcum LLP, independent registered public accounting firm.](#)
- 24.1* [Power of Attorney \(included on signature page\).](#)
- 99.1 [Cipher Mining Inc. 2021 Incentive Award Plan \(incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K \(File No. 001-39625\) filed on August 31, 2021\).](#)
- 107.1* [Filing Fee Table](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 5th day of March, 2024.

CIPHER MINING INC.

By: /s/ Tyler Page

Name: Tyler Page

Title: Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of the registrant hereby severally constitutes and appoints Tyler Page, Edward Farrell and William Iwaschuk, and each of them singly (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him or her and in his or her name, place and stead, and in any and all capacities, to file and sign any and all amendments, including post-effective amendments, to this registration statement and any other registration statement for the same offering that is to be effective under Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tyler Page</u> Tyler Page	Chief Executive Officer and Director (Principal Executive Officer)	March 5, 2024
<u>/s/ Edward Farrell</u> Edward Farrell	Chief Financial Officer (Principal Financial and Accounting Officer)	March 5, 2024
<u>/s/ James Newsome</u> James Newsome	Board Chair	March 5, 2024
<u>/s/ Holly Morrow Evans</u> Holly Morrow Evans	Director	March 5, 2024
<u>/s/ Robert Dykes</u> Robert Dykes	Director	March 5, 2024
<u>/s/ Caitlin Long</u> Caitlin Long	Director	March 5, 2024
<u>/s/ Cary Grossman</u> Cary Grossman	Director	March 5, 2024
<u>/s/ Wesley Williams</u> Wesley Williams	Director	March 5, 2024
<u>/s/ Robert Flatley</u> Robert Flatley	Director	March 5, 2024



Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

March 5, 2024

Cipher Mining Inc.
1 Vanderbilt Avenue, Floor 54, Suite C
New York, New York 10017

Ladies and Gentlemen:

We have acted as special counsel to Cipher Mining Inc., a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 7,659,633 shares of the Company’s Common Stock, par value \$0.001 per share (the “**Shares**”), issuable pursuant to the Company’s 2021 Incentive Award Plan (the “**Plan**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Cipher Mining Inc. on Form S-8 of our report dated March 5, 2024, with respect to our audits of the consolidated financial statements of Cipher Mining Inc. as of December 31, 2023 and 2022 and for the years then ended appearing in the Annual Report on Form 10-K of Cipher Mining Inc. for the year ended December 31, 2023.

Our report on the consolidated financial statements refers to a change in the method of accounting for digital assets during the year ended December 31, 2023 by early adopting ASU 2023-08, *Intangibles - Goodwill and Other - Crypto Assets (Topic 350-60): Accounting for and Disclosure of Crypto Assets*, effective January 1, 2023 using the modified retrospective method.

/s/ Marcum LLP

Marcum LLP
San Francisco, CA
March 5, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Cipher Mining Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Common Stock	Common Stock, par value US \$0.001 per share	Rule 457(c) and Rule 457(h)	7,659,633	\$2.96 ⁽²⁾⁽⁴⁾	\$22,672,513.68 ⁽⁴⁾	0.0001476	\$3,346.46 ⁽⁴⁾
Total Offering Amounts					\$22,672,513.68		\$3,346.46
Total Fee Offsets⁽³⁾							-
Net Fee Due							\$3,346.46

- (1) This Registration Statement on Form S-8 (this “Registration Statement”) covers 7,659,633 shares of Common Stock, par value US\$0.001 per share (“Common Stock”) of Cipher Mining Inc. (the “Registrant”) authorized for issuance under the Cipher Mining Inc. 2021 Incentive Award Plan (the “Plan”), and pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), any additional shares of Common Stock that may become issuable under the Plans by reason of any stock dividend, stock split, or other similar transaction.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported for the Registrant’s Common Stock on the NASDAQ Global Select Market on March 1, 2024.
- (3) There are no fee offsets.
- (4) Rounded to the nearest cent.