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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

Cipher Mining Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Cipher Mining's Board of Directors recommends that you vote **FOR** the proposal described in the proxy materials.

Your vote is important - please vote today!

Dear Fellow Stockholder,

We are pleased to inform you that we are preparing for our upcoming special stockholder meeting, which will be held on **October 30, 2025**.

You may have already received a printed set of proxy materials and a voting card. Please follow the instructions noted in that material to cast your vote as soon as possible. If you have already voted, we thank you and no other action is needed.

If you have not yet received the proxy materials, you can visit www.proxyvote.com to view the proxy materials and cast your vote. You'll need the 16-digit control number located on the accompanying voting card to log into www.proxyvote.com.

Once you have reviewed the proxy materials, you can submit your vote via any of the methods noted below.

Cipher Mining management recommends you vote in favor of the proposal. Failure to obtain the required votes for the proposal will likely result in an adjournment of the special meeting, and the special meeting will need to be rescheduled.

Sincerely,
Tyler Page
Chief Executive Officer

FOUR WAYS TO VOTE

	 ONLINE	 PHONE	 QR CODE	 MAIL
PROXY QUESTIONS? Call your bank/broker owning the shares.	WWW.PROXYVOTE.COM Please have your proxy card in hand when accessing the website. There are easy-to-follow directions to help you complete the electronic voting instruction form.	WITH A PROXY CARD Call 1-800-690-6903 with a touch-tone phone to vote using an automated system.	WITH A SMARTPHONE Vote by scanning the Quick Response Code or "QR Code" on the Proxy Card/VIF enclosed.	VOTE PROCESSING Mark, sign and date your ballot and return it in the postage-paid envelope provided.