

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>TERAWULF INC.</u> [<u>WULF</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2026</u>	Director	10% Owner
<u>C/O TERAWULF INC.</u> <u>9 FEDERAL STREET</u>			X Officer (give title below)	Other (specify below) Chief Accounting Officer	
			4. If Amendment, Date of Original Filed (Month/Day/Year)		
			6. Individual or Joint/Group Filing (Check Applicable Line)		
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	EASTON	MD	21601		
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, \$0.001 par value per share	01/02/2026		M		5,000	A	(1)	29,251	D	
Common stock, \$0.001 par value per share	01/02/2026		D		1,724	D	(2)	27,527	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units	(3)	01/02/2026		M		5,000	(4)	(4)	Common stock, \$0.001 par value per share	5,000	(4)	10,000	D	

Explanation of Responses:

1. The Reporting Person received restricted stock units which vested in accordance with their terms upon the first anniversary of January 2, 2025, as reflected in this Form 4, subject to the Reporting Person's continued employment or service with the Issuer through such date.
2. The disposition is due to withholding to cover taxes, as a result of the Reporting Person's election of net settlement with regard to the vesting of restricted stock units, which vested on January 2, 2026, as reflected in this Form 4.
3. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock, \$0.001 par value per share.
4. The restricted stock units vested upon the first anniversary of January 2, 2025, subject to the Reporting Person's continued employment or service with the Issuer through each such date. The remaining restricted stock units will vest upon the second and third anniversaries of January 2, 2025, subject to the Reporting Person's continued employment or service with the Issuer through each such date.

Remarks:

/s/ Stefanie C. Fleischmann, as
attorney-in-fact for William J.
Tanimoto 01/05/2026

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

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

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

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.