

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

TERAWULF INC.

(Name of Issuer)

Common stock, par value \$0.001 per share

(Title of Class of Securities)

88080T 104

(CUSIP Number)

**Bayshore Capital LLC
53 Palmeras Street, Suite 601
San Juan, Puerto Rico 00901
410-770-9500**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 13, 2024

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of Section 18 of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Bayshore Capital LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Puerto Rico	
NUMBER OF	7	SOLE VOTING POWER 19,826,021

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 19,826,021
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,826,021 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9% ⁽¹⁾	
14	TYPE OF REPORTING PERSON OO	

¹ Based on 333,182,028 shares of common stock, par value \$0.001 per share ("*Common Stock*"), of TeraWulf Inc. (the "*Issuer*") issued and outstanding as of May 10, 2024, as set forth in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, filed on May 13, 2024. Aggregate amount beneficially owned includes 1,587,302 warrants, exercisable at any time at the option of the holder thereof for an equal number of fully paid and non-assessable shares of the Issuer's Common Stock.

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Bryan Pascual	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 20,076,021
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 20,076,021
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,076,021 ⁽²⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.0% ⁽²⁾	
14	TYPE OF REPORTING PERSON IN	

² Based on 333,182,028 shares of Common Stock of the Issuer issued and outstanding as of May 10, 2024, as set forth in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, filed on May 13, 2024. Aggregate amount beneficially owned includes 2,500 shares of the Issuer's Series A Convertible Preferred Stock, initially convertible into Common Stock at a rate of 100 shares per \$1,000 of liquidation preference, and 1,587,302 warrants, exercisable at any time at the option of the holder thereof for an equal number of fully paid and non-assessable shares of the Issuer's Common Stock.

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Item 1. Security and Issuer.

This Amendment ("**Amendment**") amends and supplements the original Schedule 13D filed with the Securities and Exchange Commission (the "**Commission**") on December 23, 2021, as amended by Amendment No. 1 thereto, filed with the Commission on March 15, 2022, Amendment No. 2 thereto, filed with the Commission on September 2, 2022, Amendment No. 3 thereto, filed with the Commission on October 4, 2022 and Amendment No. 4 thereto, filed with the Commission on October 14, 2022, the Amendment thereto, filed with the Commission on December 16, 2022, Amendment No. 1 thereto, filed with the Commission on February 6, 2023 and Amendment No. 2 thereto, filed with the Commission on March 2, 2023 (as amended, the "**Original Schedule 13D**") and is filed by (i) Bayshore Capital LLC, a Puerto Rico limited liability company ("**Bayshore**"), and (ii) Mr. Bryan Pascual (each, a "**Reporting Person**" and, collectively, the "**Reporting Persons**"), relating to the shares of the common stock, par value \$0.001 per share (the "**Common Stock**"), of TeraWulf Inc. (formerly known as Telluride Holdco, Inc.), a Delaware corporation (the "**Issuer**"). Capitalized terms used but not defined herein shall have the meaning set forth in the Original Schedule 13D.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

No material change.

Item 4. Purpose of Transaction.

On May 13, 2024, the Issuer filed its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, in which it reported that there were 333,182,028 shares of Common Stock of the Issuer issued and outstanding as of May 10, 2024, which resulted in a decrease in the percentage of shares of Common Stock beneficially owned by the Reporting Persons as disclosed in Item 5 of this Amendment.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

References to percentage ownerships of the Common Stock in this Schedule 13D are based on 333,182,028 shares of Common Stock of the Issuer issued and outstanding as of May 10, 2024, as set forth in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, filed on May 13, 2024.

(a) and (b)

- (i) As of the date of this Amendment, Bayshore may be deemed to be the beneficial owner of 19,826,021 shares of the Common Stock (approximately 5.9% of the Common Stock), which it holds directly.

Bayshore may be deemed to have sole voting and dispositive power with respect to such shares of the Common Stock.

- (ii) As of the date of this Schedule 13D, Mr. Bryan Pascual may be deemed to be the beneficial owner of 20,076,021 shares of the Common Stock (approximately 6.0% of the Common Stock). Of such 20,076,021 shares of the Common Stock, Mr. Bryan Pascual has a beneficial ownership interest with respect to 19,826,021 shares of the Common Stock by virtue of the BJP Revocable Trust's position as the controlling member of Bayshore, and with respect to 250,000 shares of the Common Stock into which the shares of Series A Convertible Preferred Stock held by the BJP Revocable Trust were initially convertible as of March 21, 2022. Mr. Bryan Pascual may be deemed to have sole voting and dispositive power with respect to the 20,076,021 shares of the Common Stock.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth under Item 4 above is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2024

BAYSHORE CAPITAL LLC

By: /s/ Bryan Pascual
Bryan Pascual
Chief Executive Officer, President, Secretary

By: /s/ Bryan Pascual
Bryan Pascual

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
