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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 * <u>New Jason Griffin</u> (Last) (First) (Middle) 1100 PARK AVENUE APT. 4A (Street) NEW YORK NY 10128 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TERAWULF INC. [WULF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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					
Warrants	\$0.01	10/20/2023		J		613,326		04/01/2024	12/31/2025	Common stock, \$0.001 par value per share	(1)	0	D	
Warrants	\$0.01	10/20/2023		J		613,326		04/01/2024	12/31/2025	Common stock, \$0.001 par value per share	(2)	613,326	I	NovaWulf Partners Fund New LLC
Warrants	\$1	10/20/2023		J		306,663		04/01/2024	12/31/2026	Common stock, \$0.001 par value per share	(3)	0	D	
Warrants	\$1	10/20/2023		J		306,663		04/01/2024	12/31/2026	Common stock, \$0.001 par value per share	(3)	306,663	I	NovaWulf Partners Fund New LLC

Explanation of Responses:

- This transaction involved the Reporting Person's contribution of 613,326 penny warrants to NovaWulf Partners Fund New LLC ("NovaWulf Fund New"). The Reporting Person is the sole manager of NovaWulf Fund New, and, as a result, may be deemed to beneficially own the penny warrants held by NovaWulf Fund New. The Reporting Person disclaims beneficial ownership of such penny warrants except to the extent of his pecuniary interest therein, and the inclusion of such shares of common stock in this report shall not be deemed an admission of beneficial ownership of all of the reported penny warrants for purposes of Section 16 of the Exchange Act, or for any other purpose.
- This transaction involved the Reporting Person's contribution of 613,326 penny warrants to NovaWulf Fund New. The Reporting Person is the sole manager of NovaWulf Fund New, and, as a result, may be deemed to beneficially own the penny warrants held by NovaWulf Fund New. The Reporting Person disclaims beneficial ownership of such penny warrants except to the extent of his pecuniary interest therein, and the inclusion of such shares of common stock in this report shall not be deemed an admission of beneficial ownership of all of the reported penny warrants for purposes of Section 16 of the Exchange Act, or for any other purpose.
- This transaction involved the Reporting Person's contribution of 306,663 dollar warrants to NovaWulf Fund New. The Reporting Person is the sole manager of NovaWulf Fund New, and, as a result, may be deemed to beneficially own the dollar warrants held by NovaWulf Fund New. The Reporting Person disclaims beneficial ownership of such dollar warrants except to the extent of his pecuniary interest therein, and the inclusion of such shares of common stock in this report shall not be deemed an admission of beneficial ownership of all of the reported dollar warrants for purposes of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

/s/ Jason Griffin New 10/24/2023
 ** Signature of Reporting Person Date

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.