

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

**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>Khan Nazar M.</u>  (Last) (First) (Middle) 536 W. 29TH STREET  (Street) NEW YORK NY 10001  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer + CTO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2023	
	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

**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	07/12/2023		J		1,778,048	D	(1)	901,809	I	By Yaqeen I Trust <sup>(2)</sup>
Common stock, \$0.001 par value per share	07/12/2023		J		1,778,048	A	(1)	9,387,913	D	
Common stock, \$0.001 par value per share								4,019,787	I	By Various Trusts <sup>(3)</sup>
Common stock, \$0.001 par value per share								7,034,982	I	By Lake Harriet Holdings LLC <sup>(4)</sup>
Common stock, \$0.001 par value per share	10/20/2023		J		513,484	A	(5)	9,901,397	D	
Common stock, \$0.001 par value per share	10/20/2023		S		513,484	D	(6)	9,387,913	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				
Warrants	\$0.01	10/20/2023		J		1,622,926		04/01/2024	12/31/2025	Common stock, \$0.001 par value per share	1,622,926	(5)	1,622,926	D	
Warrants	\$0.01	10/20/2023		J		1,622,926		04/01/2024	12/31/2025	Common stock, \$0.001 par value per share	1,622,926	(7)	0	D	
Warrants	\$0.01	10/20/2023		J		1,622,926		04/01/2024	12/31/2025	Common stock, \$0.001 par value per share	1,622,926	(7)	1,622,926	I	Lake Harriet Holdings, LLC
Warrants	\$1	10/20/2023		J		441,163		04/01/2024	12/31/2026	Common stock, \$0.001 par value per share	441,163	(5)	882,326	D	

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				
Warrants	\$1	10/20/2023		J			441,163	04/01/2024	12/31/2026	Common stock, \$0.001 par value per share	441,163	(8)	0	D	
Warrants	\$1	10/20/2023		J		441,163		04/01/2024	12/31/2026	Common stock, \$0.001 par value per share	441,163	(8)	441,163	I	Lake Harriet Holdings, LLC

**Explanation of Responses:**

- On July 12, 2023, Yaqeen I Trust transferred 1,778,048 shares of common stock, par value \$0.001 per share ("Common Stock") of the Issuer to the Reporting Person for no consideration.
- By Yaqeen I Trust. The Reporting Person may be deemed to beneficially own the shares of Common Stock held by Yaqeen I Trust. The Reporting Person disclaims beneficial ownership of the Shares of Common Stock except to the extent of his pecuniary interest therein, and the inclusion of the shares of Common Stock in this report shall not be deemed an admission of beneficial ownership of all of the reported shares of Common Stock for purposes of Section 16 of the Securities Exchange of 1934, as amended, or for any other purpose.
- By various trusts. The Reporting Person may be deemed to beneficially own the shares of Common Stock held by such trusts. The Reporting Person disclaims beneficial ownership of the shares of Common Stock except to the extent of his pecuniary interest therein, and the inclusion of the shares of Common Stock in this report shall not be deemed an admission of beneficial ownership of all of the reported shares of Common Stock for purposes of Section 16 of the Securities Exchange of 1934, as amended, or for any other purpose.
- By Lake Harriet Holdings, LLC ("Lake Harriet Holdings"). The Reporting Person is the sole manager of Lake Harriet Holdings and, as a result, may be deemed to beneficially own the shares of Common Stock held by Lake Harriet Holdings. The Reporting Person disclaims beneficial ownership of the shares of Common Stock except to the extent of his pecuniary interest therein, and the inclusion of the shares of Common Stock in this report shall not be deemed an admission of beneficial ownership of all of the reported shares of Common Stock for purposes of Section 16 of the Securities Exchange of 1934, as amended, or for any other purpose.
- NovaWulf Digital Private Fund LLC distributed warrants and shares of Common Stock to its members, including the Reporting Person.
- Immediately following receipt of the distribution from NovaWulf Private Fund, the Reporting Person contributed 513,484 shares of Common Stock to Somerset Goods and Services Trust for no consideration.
- This transaction involved the Reporting Person's contribution of 1,622,926 penny warrants to Lake Harriet Holdings. The Reporting Person is the sole manager of Lake Harriet Holdings, and, as a result, may be deemed to beneficially own the penny warrants held by Lake Harriet Holdings. 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 441,163 dollar warrants to Lake Harriet Holdings. The Reporting Person is the sole manager of Lake Harriet Holdings, and, as a result, may be deemed to beneficially own the penny warrants held by Lake Harriet Holdings. 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.

**Remarks:**

/s/ Nazar M. Khan

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.**