

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>Deane Kenneth J</u> _____ (Last) (First) (Middle) <u>C/O TERAWULF INC.</u> <u>9 FEDERAL STREET</u> _____ (Street) <u>EASTON MD 21601</u> _____ (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) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <u>Chief Acct Officer + Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2024</u>	
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			
Common stock, \$0.001 par value per share	05/16/2024		M		100,000	A	(1)	397,516	D	
Common stock, \$0.001 par value per share	05/16/2024		D		28,750	D	(2)	368,766	D	
Common stock, \$0.001 par value per share	05/20/2024		M		54,000	A	(3)	422,766	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					
Restricted Stock Units	(4)	05/16/2024		M			100,000	(5)	(5)	Common stock, \$0.001 par value per share	\$0	100,000	D	
Performance-Based Restricted Stock Units	(6)	05/20/2024		M			54,000	(7)	(7)	Common stock, \$0.001 par value per share	(3)	108,000	D	

**Explanation of Responses:**

- The Reporting Person received restricted stock units subject to a three-year vesting schedule, vesting in three equal installments upon each of the first three anniversaries of May 16, 2022, in each case subject to the Reporting Person's continued employment or service with the Issuer through each such date.
- 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 May 16, 2024, as reflected in this Form 4.
- The Reporting Person received performance stock units which will vest in accordance with their terms upon the achievement of specified performance goals between the grant date and the third anniversary of January 9, 2024, subject to the Reporting Person's continued employment or service with the Issuer through such date.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock, \$0.001 par value per share.
- The restricted stock units vest in three equal installments upon each of the first three anniversaries of May 16, 2022, subject to the Reporting Person's continued employment or service with the Issuer through each such date.
- Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock, \$0.001 par value per share.
- The performance stock units will vest in accordance with their terms upon the achievement of specified performance goals between the grant date and the third anniversary of January 9, 2024, subject to the Reporting Person's continued employment or service with the Issuer through such date.

**Remarks:**

/s/ Kenneth J. Deane

\*\* Signature of Reporting Person

05/20/2024

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.