

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 5, 2024

**GRYPHON DIGITAL MINING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-39096**

(Commission File Number)

**83-2242651**

(IRS Employer  
Identification No.)

**1180 N. Town Center Drive, Suite 100, Las Vegas, NV**

(Address of principal executive offices)

**89144**

(Zip Code)

Registrant's telephone number, including area code: (877) 646-3374

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	GRYP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 5, 2024, Gryphon Digital Mining, Inc. (formerly known as Akerna Corp.), a Delaware corporation (the “Company”), filed Certificates of Elimination for the Company’s Series A and Series B Preferred Stock Certificates of Designation. The 400,000 authorized shares of Series A Preferred Stock, and the 100,000 authorized shares of Series B Preferred Stock were cancelled and returned to authorized Preferred Stock available for issuance in accordance with the Company’s current amended and restated certificate of incorporation effective immediately following the filing of the Certificates of Elimination.

The foregoing description of the elimination of the Series A and Series B Preferred Stock is qualified in its entirety by the Certificates of Elimination which are filed as Exhibit 3.1 and Exhibit 3.2 hereto and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Elimination of Series A Preferred Certificate of Designation</a>
3.2	<a href="#">Certificate of Elimination of Series B Preferred Certificate of Designation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: February 9, 2024

**GRYPHON DIGITAL MINING, INC.**

By: /s/ Robby Chang

Name: Robby Chang

Title: Chief Executive Officer

AKERNA CORP.

**CERTIFICATE OF ELIMINATION OF CERTIFICATE OF DESIGNATION, PREFERENCES, AND LIMITATIONS OF  
SERIES A CONVERTIBLE REDEEMABLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned, Jessica Billingsley, does hereby certify that:

She is the Chief Executive Officer of Akerna Corp., a Delaware corporation (the "Corporation").

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), and the authority conferred upon the Board of Directors of the Corporation (the "Board") by the provisions of the Corporation's certificate of incorporation, as amended and in effect (the "Certificate of Incorporation"), the Board on February 2, 2024 adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series A Convertible Redeemable Preferred Stock. These composite resolutions are as follows:

WHEREAS, the Board has previously adopted a resolution providing for the designation, preferences and relative, participating, optional or other rights, and qualifications, limitations or restrictions thereof, of four hundred thousand (400,000) shares of the Corporation's Preferred Stock, par value \$0.0001 per share (the "Series A Certificate");

WHEREAS, no shares of Series A Convertible Redeemable Preferred Stock currently remain outstanding and no such shares of Series A Convertible Redeemable Preferred Stock shall be issued in the future;

WHEREAS, the Board deems it to be in the best interests of the Corporation and its stockholders to eliminate the Series A Certificate and return all of the shares of Preferred Stock previously designated as Series A Convertible Redeemable Preferred Stock to authorized Preferred Stock available for issuance in accordance with the Company's current certificate of incorporation and bylaws;

NOW, THEREFORE, BE IT RESOLVED: That pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation, the Board hereby eliminates the Series A Certificate and returns all previously designated shares of Series A Convertible Redeemable Preferred Stock to their status as authorized Preferred Stock available for issuance as determined by the Board, and that the officers of the Corporation, and each acting singly, are hereby authorized, empowered and directed to file with the Secretary of State of the State of Delaware a Certificate of Elimination of the Certificate of Designation, Preferences and Limitations of the Series A Convertible Redeemable Preferred Stock, as such officer or officers shall deem necessary or advisable to carry out the purposes of this resolution; and finally

BE IT RESOLVED, that when such certificate of elimination becomes effective upon acceptance of the Secretary of State of the State of Delaware, it shall have the effect of eliminating from the Corporation's current Certificate of Incorporation all matters set forth in the Series A Certificate with respect to the Series A Convertible Redeemable Preferred Stock.

*[Signature page follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by and attested by its Chief Executive Office on this 2nd day of February, 2024.

**AKERNA CORP.**

By: /s/ Jessica Billingsley  
Name: Jessica Billingsley  
Title: Chief Executive Officer

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AKERNA CORP.

**CERTIFICATE OF ELIMINATION OF CERTIFICATE OF DESIGNATION, PREFERENCES, AND LIMITATIONS OF  
SERIES B CONVERTIBLE REDEEMABLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned, Jessica Billingsley, does hereby certify that:

She is the Chief Executive Officer of Akerna Corp., a Delaware corporation (the "Corporation").

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), and the authority conferred upon the Board of Directors of the Corporation (the "Board") by the provisions of the Corporation's certificate of incorporation, as amended and in effect (the "Certificate of Incorporation"), the Board on February 2, 2024 adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series B Convertible Redeemable Preferred Stock. These composite resolutions are as follows:

WHEREAS, the Board has previously adopted a resolution providing for the designation, preferences and relative, participating, optional or other rights, and qualifications, limitations or restrictions thereof, of four hundred thousand (100,000) shares of the Corporation's Preferred Stock, par value \$0.0001 per share (the "Series B Certificate");

WHEREAS, no shares of Series B Convertible Redeemable Preferred Stock currently remain outstanding and no such shares of Series B Convertible Redeemable Preferred Stock shall be issued in the future;

WHEREAS, the Board deems it to be in the best interests of the Corporation and its stockholders to eliminate the Series B Certificate and return all of the shares of Preferred Stock previously designated as Series B Convertible Redeemable Preferred Stock to authorized Preferred Stock available for issuance in accordance with the Company's current certificate of incorporation and bylaws;

NOW, THEREFORE, BE IT RESOLVED: That pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation, the Board hereby eliminates the Series B Certificate and returns all previously designated shares of Series B Convertible Redeemable Preferred Stock to their status as authorized Preferred Stock available for issuance as determined by the Board, and that the officers of the Corporation, and each acting singly, are hereby authorized, empowered and directed to file with the Secretary of State of the State of Delaware a Certificate of Elimination of the Certificate of Designation, Preferences and Limitations of the Series B Convertible Redeemable Preferred Stock, as such officer or officers shall deem necessary or advisable to carry out the purposes of this resolution; and finally BE IT RESOLVED, that when such certificate of elimination becomes effective upon acceptance of the Secretary of State of the State of Delaware, it shall have the effect of eliminating from the Corporation's current Certificate of Incorporation all matters set forth in the Series B Certificate with respect to the Series B Convertible Redeemable Preferred Stock.

*[Signature page follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by and attested by its Chief Executive Office on this 2nd day of February, 2024.

**AKERNA CORP.**

By: /s/ Jessica Billingsley  
Name: Jessica Billingsley  
Title: Chief Executive Officer

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