

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 16, 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

(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 16, 2024, Gryphon Digital Mining, Inc., a Delaware corporation (the “Company”), filed Certificates of Elimination (together, the “Certificates of Elimination”) of the Certificate of Designations for the Company’s Series C Non-Convertible Preferred Stock and the Certificate of Designation, Preferences, and Rights of the Company’s Special Voting Preferred Stock. The authorized shares of Series C Preferred Stock and Special Voting 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 C and Special Voting 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**

Exhibit Number	Description
3.1	Certificate of Elimination of Certificate of Designations of Series C Convertible Redeemable Preferred Stock
3.2	Certificate of Elimination of Certificate of Designation, Preferences, and Rights of Special Voting Preferred Stock
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 22, 2024

GRYPHON DIGITAL MINING, INC.

By: /s/ Robby Chang

Name: Robby Chang

Title: Chief Executive Officer

GRYPHON DIGITAL MINING, INC.

**CERTIFICATE OF ELIMINATION OF CERTIFICATE OF DESIGNATIONS OF
SERIES C NON- CONVERTIBLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE
DELAWARE GENERAL CORPORATION LAW

The undersigned, Robby Chang, does hereby certify that:

He is the Chief Executive Officer and President of Gryphon Digital Mining, Inc., 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 13, 2024 adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Series C Non-Convertible 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 3,422 shares of the Corporation’s Preferred Stock, par value \$0.0001 per share (the “Series C Certificate”);

WHEREAS, no shares of Series C Non-Convertible Preferred Stock currently remain outstanding and no such shares of Series C Non-Convertible 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 C Certificate and return all of the shares of Preferred Stock previously designated as Series C Non-Convertible 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 C Certificate and returns all previously designated shares of Series C Non-Convertible 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 Designations, Preferences and Limitations of the Series C Non-Convertible 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 C Certificate with respect to the Series C Non-Convertible Preferred Stock.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by and attested by its Chief Executive Officer on this 15th day of February, 2024.

GRYPHON DIGITAL MINING, INC.

By: /s/ Robby Chang
Name: Robby Chang
Title: Chief Executive Officer and President

[Certificate of Elimination of Designation of Series C Non-Convertible Preferred Stock]

GRYPHON DIGITAL MINING, INC.

**CERTIFICATE OF ELIMINATION OF
CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF
SPECIAL VOTING PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE
DELAWARE GENERAL CORPORATION LAW

The undersigned, Robby Chang, does hereby certify that:

He is the Chief Executive Officer and President of Gryphon Digital Mining, Inc., 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 13, 2024 adopted resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation’s Special Voting 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 one (1) share of the Corporation’s Preferred Stock, par value \$0.0001 per share (the “SVP Certificate”);

WHEREAS, no shares of Special Voting Preferred Stock currently remain outstanding and no such shares of Special Voting 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 SVP Certificate and return all of the shares of Preferred Stock previously designated as Special Voting 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 SVP Certificate and returns all previously designated shares of Special Voting 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 Rights of the Special Voting 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 SVP Certificate with respect to the Special Voting Preferred Stock.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by and attested by its Chief Executive Officer on this 15th day of February, 2024.

GRYPHON DIGITAL MINING, INC.

By: /s/ Robby Chang
Name: Robby Chang
Title: Chief Executive Officer and President
