

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>James Sarah</u>			2. Issuer Name and Ticker or Trading Symbol <u>Stronghold Digital Mining, Inc. [ SDIG ]</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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>595 MADISON AVENUE, 28TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>						
(City)	(State)	(Zip)							

**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			
Class A common stock, par value \$0.0001	04/21/2023		A		123,512	A	\$0	296,264	D	
Class A common stock, par value \$0.0001	04/21/2023		A		17,570	A	\$0.6084	313,834	D	
Class A common stock, par value \$0.0001	04/21/2023		M		28,800	A	\$6.39	342,634	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					
Warrants (to purchase Class A common stock)	\$6.39	04/21/2023		D		28,800		06/18/2022	06/18/2031	Class A common stock, par value \$0.0001	28,800	0	D	

Explanation of Responses:

**Remarks:**

The awards reported in Table I consisted of the director's regularly quarterly compensation of \$25,000 worth of stock as well as a one-time grant to the director of the issuer of 100,000 shares, a portion of which was consideration for the cancellation of stock options reported in Table II and the remainder of which was in recognition of (i) the extraordinary contributions of the issuer's non-employee directors in connection with restructuring transactions consummated by the issuer in 2022, and (ii) the potential tax obligations incurred by the issuer's non-employee directors with respect to equity awards granted in early 2022.

/s/ Matthew Usdin, as  
Attorney-in-Fact for Sarah 04/25/2023  
James

\*\* 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.