

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>Beard Gregory A</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2023</u>			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		
<u>595 MADISON AVENUE, 28TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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	04/20/2023		A ⁽¹⁾		241,555	A	\$0.62 ⁽²⁾	2,986,507	D		
Class A common stock, par value \$0.0001	04/20/2023		P ⁽³⁾		1,000,000	A	\$1	3,986,507	D		
Class A common stock, par value \$0.0001								14,400	I	By Q Power LLC ⁽⁴⁾⁽⁵⁾	

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 (to purchase Class A common stock)	\$1.1	04/20/2023		P ⁽³⁾		1,000,000		(6)	(6)	Class A common stock, par value \$0.0001	1,000,000	(3)	1,000,000	D	
Warrants (to purchase Class A common stock)	\$1.75	04/20/2023		D ⁽⁷⁾		602,409 ⁽⁷⁾		(7)	(7)	Class A common stock, par value \$0.0001 ⁽⁷⁾	602,409 ⁽⁷⁾	(7)	0	D	
Warrants (to purchase Class A common stock)	\$1.01	04/20/2023		P ⁽⁷⁾		602,409 ⁽⁷⁾		(7)	(7)	Class A common stock, par value \$0.0001 ⁽⁷⁾	602,409 ⁽⁷⁾	(7)	602,409	D	

Explanation of Responses:

- On November 7, 2022, the Reporting Person agreed to separate his \$600,000 annual salary to a cash salary of \$58,500 per year and \$541,500 in equity compensation. This award represents the equity portion of his salary from January 1, 2023 through March 31, 2023 in immediately vested shares.
- Represents the average of the 30-day volume-weighted average price of Stronghold Digital Mining, Inc.'s (the "Issuer") Class A common stock, par value \$0.0001 per share ("Common Stock") for each of January, February and March 2023.
- The Reporting Person purchased 1,000,000 shares of Stronghold Digital Mining, Inc.'s (the "Issuer") Class A common stock, par value \$0.0001 per share ("Common Stock") and warrants to purchase 1,000,000 shares of Common Stock, pursuant to a securities purchase agreement by and between the Reporting Person and the Issuer, dated as of April 20, 2023 (the "Securities Purchase Agreement"), as part of a private placement for an aggregate purchase price of approximately \$1.0 million.
- The Reporting Person is a managing member of Q Power LLC and may be deemed to be the beneficial owner of the securities held directly by Q Power LLC.
- The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.
- The warrants are exercisable six months after the date of issuance and will expire five and one-half years from the date of issuance.
- The two reported transactions involved an amendment to adjust the exercise price and expiration date of warrants issued to the Reporting Person by the Issuer on September 19, 2022 (as amended, the "Amended Warrants"). The Amended Warrants will expire on April 20, 2028.

/s/ Matthew Usdin, attorney-in-
fact for Gregory A. Beard 04/24/2023

** 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.