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**SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Stronghold Digital Mining, Inc.**

(Name of Issuer)

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**Class A Common Stock**

(Title of Class of Securities)

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**86337R103**

(CUSIP Number)

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**December 31, 2021**

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	Name of Reporting Persons Q Power LLC	
<b>2</b>	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC Use Only	
<b>4</b>	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	<b>5</b>	Sole Voting Power 0
	<b>6</b>	Shared Voting Power 27,072,000 (1)(2)
	<b>7</b>	Sole Dispositive Power 0
	<b>8</b>	Shared Dispositive Power 27,072,000 (1)(2)
<b>9</b>	Aggregate Amount Beneficially Owned by Each Reporting Person 27,072,000 (1)(2)	
<b>10</b>	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
<b>11</b>	Percent of Class Represented by Amount in Row (9) 57.5% (3)	
<b>12</b>	Type of Reporting Person (See Instructions) OO	

(1) Consists of 14,400 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock") and 27,057,600 shares of Class V common stock, par value \$0.0001 per share ("Class V Common Stock"), of Stronghold Digital Mining, Inc., a Delaware corporation (the "Issuer"). Beneficial ownership of the Class V Common Stock of the Issuer referred to herein is being reported hereunder solely because Q Power LLC ("Q Power") directly owns 27,057,600 shares of Class V Common Stock of the Issuer and 27,057,600 common units ("LLC Units") in Stronghold Digital Mining Holdings, LLC ("Stronghold LLC"), which each LLC Unit may be coupled with a share of Class V Common Stock and redeemed for, at the Issuer's election and subject to certain restrictions in the Third Amended and Restated Limited Liability Company Agreement of Stronghold LLC (the "Stronghold LLC Agreement"), newly issued shares of Class A Common Stock of the Issuer on a one-for-one basis or for a cash payment to be determined pursuant to the Stronghold LLC Agreement for each LLC Unit redeemed.

Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") or for any other purpose, and such beneficial ownership is expressly disclaimed. Assumes all 27,057,600 shares of Class V Common Stock held directly by Q Power are redeemed for shares of Class A Common Stock.

(2) These securities are held directly by Q Power. Gregory A. Beard and William B. Spence serve as the Managing Members of Q Power and possess all voting and investment power over the shares of common stock held by Q Power. As a result, Messrs. Beard and Spence may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Q Power. Each of Messrs. Beard and Spence disclaims beneficial ownership of the securities owned by Q Power except to the extent of his pecuniary interest therein, if any.

(3) The percentage set forth in Row 11 of this Cover Page is based on the 20,016,067 shares of Class A Common Stock outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 30, 2021 (the "Form 10-Q"), and 27,057,600 shares of Class V Common Stock redeemable for shares of Class A Common Stock (as described above).

<b>1</b>	Name of Reporting Persons Gregory A. Beard	
<b>2</b>	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC Use Only	
<b>4</b>	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	<b>5</b>	Sole Voting Power 69,600 (1)
	<b>6</b>	Shared Voting Power 27,072,000 (2)(3)
	<b>7</b>	Sole Dispositive Power 69,600 (1)
	<b>8</b>	Shared Dispositive Power 27,072,000 (2)(3)
<b>9</b>	Aggregate Amount Beneficially Owned by Each Reporting Person 27,141,600 (3)	
<b>10</b>	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
<b>11</b>	Percent of Class Represented by Amount in Row (9) 57.6% (4)	
<b>12</b>	Type of Reporting Person (See Instructions) IN	

(1) Consists of 69,600 shares of Class A Common Stock of the Issuer that Gregory A. Beard has the right to acquire upon exercise of options vested and exercisable within 60 days of December 31, 2021.

(2) Consists of 14,400 shares of Class A Common Stock and 27,057,600 shares of Class V Common Stock of the Issuer held by O Power. Beneficial ownership of the Class V Common Stock of the Issuer referred to herein is being reported hereunder solely because Gregory A. Beard may be deemed to beneficially own 14,400 shares of Class A Common Stock, 27,057,600 shares of Class V Common Stock and 27,057,600 LLC Units, which each LLC Unit may be coupled with a share of Class V Common Stock and redeemed for, at the Issuer's election and subject to certain restrictions in the Stronghold LLC Agreement, newly issued shares of Class A Common Stock of the Issuer on a one-for-one basis or for a cash payment to be determined pursuant to the Stronghold LLC Agreement for each

LLC Unit redeemed. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed. Assumes all 27,057,600 shares of Class V Common Stock held directly by Q Power are redeemed for shares of Class A Common Stock.

(3) These securities are held directly by Q Power. Gregory A. Beard and William B. Spence serve as the Managing Members of Q Power and possess all voting and investment power over the shares of common stock held by Q Power. As a result, Messrs. Beard and Spence may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Q Power. Each of Messrs. Beard and Spence disclaims beneficial ownership of the securities owned by Q Power except to the extent of his pecuniary interest therein, if any.

(4) The percentage set forth in Row 11 of this Cover Page is based on the 20,016,067 shares of Class A Common Stock outstanding, as reported in the Issuer's Form 10-Q, and 27,057,600 shares of Class V Common Stock redeemable for shares of Class A Common Stock (as described above), plus 69,600 shares of Class A Common Stock of the Issuer that Gregory A. Beard has the right to acquire upon exercise of options that are vested and exercisable within 60 days of December 31, 2021.

<b>1</b>	Name of Reporting Persons William B. Spence	
<b>2</b>	Check the Appropriate Box if a Member of a Group  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC Use Only	
<b>4</b>	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	<b>5</b>	Sole Voting Power 69,600 (1)
	<b>6</b>	Shared Voting Power 27,072,000 (2)(3)
	<b>7</b>	Sole Dispositive Power 69,600 (1)
	<b>8</b>	Shared Dispositive Power 27,072,000 (2)(3)
<b>9</b>	Aggregate Amount Beneficially Owned by Each Reporting Person 27,141,600 (3)	
<b>10</b>	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
<b>11</b>	Percent of Class Represented by Amount in Row (9) 57.6% (4)	
<b>12</b>	Type of Reporting Person (See Instructions) IN	

(1) Consists of 69,600 shares of Class A Common Stock of the Issuer that William B. Spence has the right to acquire upon exercise of options vested and exercisable within 60 days of December 31, 2021.

(2) Consists of 14,400 shares of Class A Common Stock and 27,057,600 shares of Class V Common Stock of the Issuer held by O Power. Beneficial ownership of the Class V Common Stock of the Issuer referred to herein is being reported hereunder solely because William B. Spence may be deemed to beneficially own 14,400 shares of Class A Common Stock, 27,057,600 shares of Class V Common Stock and 27,057,600 LLC Units, which each LLC Unit may be coupled with a share of Class V Common Stock and redeemed for, at the Issuer's election and subject to certain restrictions in the Stronghold LLC Agreement, newly issued shares of Class A Common Stock of the Issuer

on a one-for-one basis or for a cash payment to be determined pursuant to the Stronghold LLC Agreement for each LLC Unit redeemed. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed. Assumes all 27,057,600 shares of Class V Common Stock held directly by Q Power are redeemed for shares of Class A Common Stock.

(3) These securities are held directly by Q Power. Gregory A. Beard and William B. Spence serve as the Managing Members of Q Power and possess all voting and investment power over the shares of common stock held by Q Power. As a result, Messrs. Beard and Spence may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Q Power. Each of Messrs. Beard and Spence disclaims beneficial ownership of the securities owned by Q Power except to the extent of his pecuniary interest therein, if any.

(4) The percentage set forth in Row 11 of this Cover Page is based on the 20,016,067 shares of Class A Common Stock outstanding, as reported in the Issuer's Form 10-Q, and 27,057,600 shares of Class V Common Stock redeemable for shares of Class A Common Stock (as described above), plus 69,600 shares of Class A Common Stock of the Issuer that William B. Spence has the right to acquire upon exercise of options that are vested and exercisable within 60 days of December 31, 2021.

**Item 1.**

(a) **Name of issuer:**

Stronghold Digital Mining, Inc.

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(b) **Address of issuer's principal executive offices:**

595 Madison Avenue, 29<sup>th</sup> Floor  
New York, New York, 10022

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**Item 2.**

(a) **Names of persons filing:**

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Q Power LLC  
Gregory A. Beard  
William B. Spence

(b) **Address or principal business office or, if none, residence:**

The address of Q Power LLC is 2151 Lisbon Road, Kennerdell, PA 16374. The address of Gregory A. Beard and William B. Spence is 595 Madison Avenue, 29th Floor, New York, New York, 10022.

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(c) **Citizenship of each Reporting Person:**

Q Power LLC is organized in the State of Delaware. Gregory A. Beard and William B. Spence are each citizens of the United States.

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(d) **Title of class of securities:**

Class A Common Stock, par value \$0.0001 per share, of Stronghold Digital Mining, Inc.

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(e) **CUSIP No.:**

86337R103

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**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership:**

The information regarding ownership set forth in Items 5-9 and 11 of the attached cover pages is hereby incorporated herein by reference.



**Item 5. Ownership of five percent or less of a class:**

Not applicable.

**Item 6. Ownership of more than five percent on behalf of another person:**

Not applicable.

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person:**

Not applicable.

**Item 8. Identification and classification of members of the group:**

Not applicable.

**Item 9. Notice of dissolution of group:**

Not applicable.

**Item 10. Certifications:**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

**Q POWER LLC**

By: /s/ Matthew Usdin, Attorney-in-Fact  
Name: Gregory A. Beard  
Title: Managing Member

By: /s/ Matthew Usdin, Attorney-in-Fact  
Name: William B. Spence  
Title: Managing Member

By: /s/ Matthew Usdin, Attorney-in-Fact  
**Gregory A. Beard**

By: /s/ Matthew Usdin, Attorney-in-Fact  
**William B. Spence**

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Joint Filing Agreement</a>
99.2	<a href="#">Power of Attorney for William B. Spence, dated February 13, 2022</a>
99.3	<a href="#">Power of Attorney for Gregory A. Beard, dated February 13, 2022</a>

**JOINT FILING AGREEMENT**

Each of the undersigned hereby acknowledges and agrees, in compliance with the provisions of Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, that the Schedule 13G and any amendments thereto with respect to the Class A common stock, par value \$0.0001 per share, of Stronghold Digital Mining, Inc., to which this Agreement is attached as an exhibit, and any amendments thereto, will be filed with the Securities and Exchange Commission jointly on behalf of the undersigned without the necessity of filing additional joint filing agreements. This Agreement may be executed in one or more counterparts.

Dated as of February 14, 2022

**Q POWER LLC**

By: /s/ Matthew Usdin, Attorney-in-Fact  
Name: Gregory A. Beard  
Title: Managing Member

By: /s/ Matthew Usdin, Attorney-in-Fact  
Name: William B. Spence  
Title: Managing Member

By: /s/ Matthew Usdin, Attorney-in-Fact  
**Gregory A. Beard**

By: /s/ Matthew Usdin, Attorney-in-Fact  
**William B. Spence**

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Gregory Beard and Matthew Usdin, or any of them acting without the others, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned with respect to Stronghold Digital Mining, Inc. or any of its subsidiaries (collectively, the "Company"), Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) and timely file the forms or schedules with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, and agrees to reimburse the Company and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a

signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

By: /s/ William B. Spence  
William B. Spence

**Q Power LLC**

By: /s/ William B. Spence  
William B. Spence  
Managing Member

Date: February 13, 2022

Signature Page to  
Section 13 Power of Attorney  
William B. Spence

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints William Spence and Matthew Usdin, or any of them acting without the others, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned with respect to Stronghold Digital Mining, Inc. or any of its subsidiaries (collectively, the "Company"), Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) and timely file the forms or schedules with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, and agrees to reimburse the Company and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a



signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

By: /s/ Gregory A. Beard  
Gregory A. Beard

**Q Power LLC**

By: /s/ Gregory A. Beard  
Gregory A. Beard  
Managing Member

Date: February 13, 2022

Signature Page to  
Section 13 Power of Attorney  
Gregory A. Beard