

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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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>Spence William B.</u> <hr/> (Last) (First) (Middle) 595 MADISON AVENUE, 29TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/19/2021	3. Issuer Name and Ticker or Trading Symbol <u>Stronghold Digital Mining, Inc. [SDIG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock	5,000 ⁽¹⁾	I	By Q Power LLC ⁽²⁾⁽³⁾
Class V common stock ⁽⁴⁾	9,395,000 ⁽⁵⁾	I	By Q Power LLC ⁽²⁾⁽³⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(3) ⁽⁶⁾	(3)	Class A common stock, par value \$0.0001	290,000 ⁽⁷⁾	26.87 ⁽¹⁾	D	
Stronghold Digital Mining Holdings LLC Units	(4)	(4)	Class A common stock, par value \$0.0001	9,395,000 ⁽⁵⁾	(4)	I	By Q Power LLC ⁽²⁾⁽³⁾

Explanation of Responses:

- Does not give effect to 2.88-for-1 stock split, which the Issuer expects to effect in connection with the closing of its initial public offering on October 22, 2021. After giving effect to such split, the amount of securities reported in column 2 would be adjusted to 14,400.
- 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.
- Each share of Class V common stock has no economic right but entitles its holder to one vote on all matters to be voted on by shareholders generally. At the request of the holder, each common unit ("Common Unit") of Stronghold Digital Mining Holdings, LLC ("Stronghold LLC") 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 Limited Liability Company Agreement of Stronghold LLC (as amended and restated, 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 Common Unit redeemed. As amended and restated, The Common Units do not expire.
- Does not give effect to 2.88-for-1 stock split, which the Issuer expects to effect in connection with the closing of its initial public offering on October 22, 2021. After giving effect to such split, the amount of securities reported in Table 1, column 2 and Table 3, column 3 would be adjusted to 27,057,600.
- On September 3, 2021, the reporting person was granted a stock option to purchase 290,000 shares of restricted Class A common stock of the Issuer, which vests in 12 equal quarterly installments beginning on September 3, 2021, subject to continued service through each vesting date. Once exercised, such restricted stock cannot be sold without the approval of the board of directors of the Issuer.
- Does not give effect to 2.88-for-1 stock split, which the Issuer expects to effect in connection with the closing of its initial public offering on October 22, 2021. After giving effect to such split, the number of securities underlying the option will be 835,200 at an exercise price of \$9.33.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Matthew Usdin,
attorney-in-fact for

10/19/2021

William B. Spence

** 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 5 (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.

POWER OF ATTORNEY
FOR EXECUTING FORMS 3, FORMS 4, FORMS 5 AND FORM 144

The undersigned hereby constitutes and appoints Ricardo R.A. Larroude, Chief Financial Officer, Thomas B. Tyree III, Vice President, Finance, and Matthew C. Usdin, General Counsel and Vice President of Business Development, 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. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned any Form 3, Form 4, Form 5 and Form 144 (including any amendments, corrections, supplements or other changes thereto) in accordance with Section 16(a) of the Exchange Act, and the rules thereunder, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of Stronghold Digital Mining, Inc. or any of its subsidiaries;
3. 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 Form 3, Form 4, Form 5 or Form 144 (including any amendments, corrections, supplements or other changes thereto) and timely file the forms or schedules with 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
4. 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 Stronghold Digital Mining, Inc. assuming) any of the undersigned's responsibilities to comply with Section 16 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 Stronghold Digital Mining, Inc. 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 Form 3, Form 4, Form 5 or Form 144 (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by Stronghold Digital Mining, Inc., and agrees to reimburse Stronghold Digital Mining, Inc. 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 Form 3, Form 4, Form 5 and Form 144 (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by Stronghold Digital Mining, Inc., 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.

/s/ William B. Spence

Signature

William B. Spence

Type or Print Name

September 28, 2021

Date