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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

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**Bitfarms Ltd.**

(Name of Issuer)

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**Common Shares**

(Title of Class of Securities)

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**09173B107**

(CUSIP Number)

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**Riot Platforms, Inc.**  
**3855 Ambrosia Street, Suite 301**  
**Castle Rock, CO 80109**  
**Telephone: (303) 794-2000**

**Attention to:**

**William Jackman**

**Executive Vice President, General Counsel and Secretary**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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**June 11, 2024**

(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* 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 disclosures provided in a prior cover page.

The information required on 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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## SCHEDULE 13D

1	NAME OF REPORTING PERSON Riot Platforms, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 53,793,440
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 53,793,440
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 53,793,440	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.1%	
14	TYPE OF REPORTING PERSON CO	

## SCHEDULE 13D

**Item 1. Security and Issuer.**

This Amendment No. 4 to Schedule 13D ("Amendment No. 4") relates to the Schedule 13D filed on May 28, 2024 (as amended by Amendment No. 1, dated May 29, 2024, Amendment No. 2, dated June 4, 2024 and Amendment No. 3 dated June 5, 2024, the "Schedule 13D") by Riot Platforms, Inc., a Nevada corporation (the "Reporting Person"), relating to the Common Shares, no par value per share (the "Common Shares"), of Bitfarms Ltd., a corporation incorporated under the Canada Business Corporations Act and continued under the Business Corporations Act (Ontario) (the "Company"), whose principal executive offices are located at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4.

Except as specifically amended by this Amendment No. 4, the Schedule 13D is unchanged.

**Item 2. Identity and Background.**

The third and fourth paragraphs of Item 2 of the Schedule 13D are hereby amended and restated to read in full as follows:

The information required by General Instruction C to Schedule 13D is attached hereto as Schedule A and is hereby incorporated by reference.

(d)-(e) The Reporting Person and the individuals listed on Schedule A have not, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated to read in full as follows:

The information disclosed under Item 4 of the Schedule 13D (as amended by Amendment No. 4) is hereby incorporated by reference into this Item 3.

The aggregate purchase price of the Common Shares held by the Reporting Person reported herein was US\$111,090,522. The Common Shares beneficially owned by the Reporting Person were purchased using funds out of its working capital.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On June 12, 2024, the Reporting Person issued a press release commenting on the shareholder rights plan unilaterally adopted by the Company on June 10, 2024. The foregoing summary of the press release is not intended to be complete and is qualified in its entirety by reference to the full text of the press release, which is filed as Exhibit 1 hereto and is incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a) and (b) of the Schedule 13D is hereby amended and restated to read in full as follows:

(a) and (b) The aggregate number and percentage of the Common Shares that are beneficially owned by the Reporting Person and as to which the Reporting Person has sole voting power, shared voting power, sole dispositive power and shared dispositive power are set forth on the cover page of this Statement, and such information is incorporated herein by reference. The percentages used herein are calculated based on an aggregate of 411,621,686 Common Shares outstanding, calculated based on the information contained in the press release included as Schedule A to the Company's Material Change Report, dated June 10, 2024, filed as Exhibit 99.1 to the Company's Report of Foreign Private Issuer filed on Form 6-K on June 10, 2024 (the press release stated that the 47,830,440 Common Shares beneficially owned by the Reporting Person as of June 5, 2024 represented 11.62% of the outstanding Common Shares, equating to a total of 411,621,686.75 Common Shares outstanding as of June 10, 2024).

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## SCHEDULE 13D

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(c) The following information concerning the Common Shares purchased by (or on behalf of) the Reporting Person during the 60-day period prior to this filing is added:

<b>Trade Date</b>	<b>Shares Purchased</b>	<b>Weighted Average Price per Share (US\$)</b>	<b>Price Range (US\$)</b>
06/07/2024	1,745,433	2.48	2.40 – 2.54
06/10/2024	1,924,885	2.35	2.26 – 2.40
06/11/2024	2,292,682	2.22	2.14 – 2.27

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SCHEDULE 13D

**Item 7. Material to Be Filed as Exhibits.**

[Exhibit 1: Press Release of the Reporting Person, dated June 12, 2024](#)

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SCHEDULE 13D

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: June 12, 2024

**Riot Platforms, Inc.**

By: /s/ Colin Yee

Name: Colin Yee

Title: Chief Financial Officer

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**SCHEDULE A**

*Directors and Executive Officers of the Reporting Person*

The following table sets forth certain information with respect to the directors and executive officers of the Reporting Person. Unless otherwise specified below, the business address and address of the organization of principal occupation or employment of each director and executive officer of the Reporting Person is 3855 Ambrosia Street, Suite 301 Castle Rock, CO, USA 80109.

<b>Name</b>	<b>Position</b>	<b>Citizenship</b>
Benjamin Yi	Director and Executive Chairman	Canada
Jason Les	Director and Chief Executive Officer	United States
Hubert Marleau	Director	Canada
Hannah Cho	Director	United States
Lance D'Ambrosio	Director	United States
Colin Yee	Executive Vice President, Chief Financial Officer	Canada
William Jackman	Executive Vice President, General Counsel and Secretary	Canada
Jason Chung	Executive Vice President, Head of Corporate Development & Strategy	Canada
Ryan Werner	Senior Vice President, Chief Accounting Officer	United States
Stephen Howell	Chief Operating Officer	United States

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**Riot Comments on Bitfarms' Adoption of Shareholder-Unfriendly Poison Pill*****Poison Pill Comes Just Days After Riot Privately Urged Bitfarms to Consult with Riot and Other Large Shareholders on New Board Members and Stressed that Chairman Nicolas Bonta Must Resign to Address Corporate Governance Concerns***

CASTLE ROCK, Colo., June 12, 2024 – Riot Platforms, Inc. (NASDAQ: RIOT) (“Riot”) today commented on the shareholder rights plan (the “Poison Pill”) unilaterally adopted by Bitfarms Ltd. (NASDAQ/TSX: BITF) (“Bitfarms” or the “Company”), which takes immediate effect and effectively prevents any shareholder from acquiring 15% or more of Bitfarms’ common shares without making a formal take-over bid for all of the Company’s shares. The 15% trigger is in direct conflict with established legal and governance standards, including those published by leading proxy advisory firms Institutional Shareholder Services Inc. and Glass, Lewis & Co., and is further evidence of the Bitfarms Board of Directors (the “Bitfarms Board”) disregarding good corporate governance.

Jason Les, Chief Executive Officer of Riot, stated:

“We have attempted to privately engage with the Bitfarms Board and recently sent two letters urging constructive collaboration with us around the addition of at least two new directors who are fully independent of Bitfarms and Riot. Instead of engaging with us privately and in good faith, Bitfarms has responded by implementing an off-market Poison Pill with a trigger well below the customary 20% threshold.

“This action further demonstrates the Bitfarms Board’s entrenchment and disregard for the perspectives of its shareholders, who clearly signaled their discontent less than two weeks ago when they voted out Company co-founder Emiliano Grodzki. In our most recent letter, we urged the Bitfarms Board to facilitate the resignation and removal of Chairman and interim CEO Nicolas Bonta, who has led the Bitfarms Board since 2018 and bears direct responsibility for its poor corporate governance practices, as a first step to address shareholders’ concerns.

“We will continue to push to address the serious corporate governance issues at Bitfarms and ensure that shareholders have a say on the Company’s path forward.”

**About Riot Platforms, Inc.**

Riot’s (NASDAQ: RIOT) vision is to be the world’s leading Bitcoin-driven infrastructure platform. Our mission is to positively impact the sectors, networks, and communities that we touch. We believe that the combination of an innovative spirit and strong community partnership allows the Company to achieve best-in-class execution and create successful outcomes.

Riot is a Bitcoin mining and digital infrastructure company focused on a vertically integrated strategy. The Company has Bitcoin mining operations in central Texas and electrical switchgear engineering and fabrication operations in Denver, Colorado.

For more information, visit [www.riotplatforms.com](http://www.riotplatforms.com).

**Non-Binding Proposal**

Riot cautions Riot shareholders, Bitfarms shareholders and others considering trading in Riot securities or Bitfarms securities that the proposal Riot has made for a business combination transaction with Bitfarms is non-binding, does not constitute and should not be construed as an offer or intention to make an offer directly to Bitfarms shareholders, and there can be no assurance that any definitive offer will be made by Riot, that Bitfarms will accept any offer made by Riot, that any agreement will be entered into by Riot and Bitfarms or that the proposal or any other transaction will be approved or consummated. Riot does not undertake any obligation to provide any updates with respect to the proposed transaction, except as required by applicable law.

## Cautionary Note Regarding Forward Looking Statements

Statements contained herein that are not historical facts constitute “forward-looking statements” and “forward-looking information” (together, “forward-looking statements”) within the meaning of applicable U.S. and Canadian securities laws that reflect management’s current expectations, assumptions, and estimates of future events, performance and economic conditions. Such forward-looking statements rely on the safe harbor provisions of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 and the safe harbor provisions of applicable Canadian securities laws. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words and phrases such as “anticipate,” “believe,” “combined company,” “create,” “drive,” “expect,” “forecast,” “future,” “growth,” “intend,” “hope,” “opportunity,” “plan,” “potential,” “proposal,” “synergies,” “unlock,” “upside,” “will,” “would,” and similar words and phrases are intended to identify forward-looking statements. These forward-looking statements may include, but are not limited to, statements concerning: uncertainties as to whether any definitive offer will be made by Riot or Bitfarms will accept any offer made by Riot; whether Bitfarms will enter into discussions with Riot regarding the proposed combination of Riot and Bitfarms; the outcome of any such discussions, including the possibility that the terms of any such combination will be materially different from those described herein; the conditions to the completion of any combination, including the receipt of Bitfarms shareholder approval and the receipt of all required regulatory approvals; the future performance, results of operations, liquidity and financial position of each of Riot, Bitfarms and the company resulting from the combination of Riot and Bitfarms; the possibility that the combined company may be unable to achieve expected synergies and operating efficiencies within the expected timeframes or at all; the integration of Bitfarms’ operations with those of Riot and the possibility that such integration may be more difficult, time-consuming and costly than expected or that operating costs and business disruption may be greater than expected in connection with the proposed transaction. Such forward-looking statements are not guarantees of future performance or actual results, and readers should not place undue reliance on any forward-looking statement as actual results may differ materially and adversely from forward-looking statements. Detailed information regarding the factors identified by the management of Riot, which they believe may cause actual results to differ materially from those expressed or implied by such forward-looking statements in this press release, may be found in Riot’s filings with the U.S. Securities and Exchange Commission (the “SEC”), including the risks, uncertainties and other factors discussed under the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” of Riot’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 23, 2024, and the other filings Riot has made or will make with the SEC after such date, copies of which may be obtained from the SEC’s website at [www.sec.gov](http://www.sec.gov). All forward-looking statements contained herein are made only as of the date hereof, and Riot disclaims any intention or obligation to update or revise any such forward-looking statements to reflect events or circumstances that subsequently occur, or of which Riot hereafter becomes aware, except as required by applicable law.

## No Offer or Solicitation

This press release is for informational purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer, or an intention to offer, to subscribe for or buy or an invitation to purchase or subscribe for any securities, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Such an offer to purchase securities would only be made pursuant to a registration statement, prospectus, tender offer, takeover bid circular, management information circular or other regulatory filing filed by Riot with the SEC and available at [www.sec.gov](http://www.sec.gov) or filed with applicable Canadian securities regulatory authorities on SEDAR+ and available at [www.sedarplus.ca](http://www.sedarplus.ca). This press release is not intended to, and does not, solicit a proxy from any shareholder of Bitfarms. Such a solicitation of proxies would only be made pursuant to a proxy circular filed with applicable Canadian securities regulatory authorities on SEDAR+ and available at [www.sedarplus.ca](http://www.sedarplus.ca) or pursuant to an exemption from the proxy solicitation rules under applicable Canadian securities law.

## Important Information for Investors

This communication relates to, among other things, a proposal that Riot has made for a business combination transaction with Bitfarms. In furtherance of this proposal and subject to future developments, Riot (and, if applicable, Bitfarms) may file one or more registration statements, prospectuses, management information circulars, proxy statements, proxy circulars, tender offers, takeover bid circulars or other documents with the SEC and applicable Canadian securities regulatory authorities. This communication is not a substitute for any registration statement, prospectus, management information circular, proxy statement, proxy circular, tender offer, takeover bid circular or other document (collectively, "Regulatory Filings") Riot and/or Bitfarms may file with the SEC and/or applicable Canadian securities regulatory authorities in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF RIOT AND BITFARMS ARE URGED TO READ EACH REGULATORY FILING WHEN AND IF FILED BY RIOT AND/OR BITFARMS WITH THE SEC AND/OR APPLICABLE CANADIAN SECURITIES REGULATORY AUTHORITIES CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT RIOT, BITFARMS, THE PROPOSED TRANSACTION AND RELATED MATTERS. Any proxy circular, takeover bid circular, management information circular, prospectus or other applicable Regulatory Filing (if and when filed) will be mailed to shareholders of Bitfarms (if and when required to be mailed by applicable law). Investors and security holders will be able to obtain free copies of Regulatory Filings (if and when available) and other documents filed by Riot with the SEC and available at [www.sec.gov](http://www.sec.gov), and on the "Investor Relations" page of Riot's corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com). Investors and security holders will be able to obtain free copies of any documents filed with applicable Canadian securities regulatory authorities by Riot on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), and on the "Investor Relations" page of Riot's corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com).

This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC or Canadian securities regulatory authorities. Nonetheless, Riot and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Riot's executive officers and directors in Riot's Annual Report on Form 10-K for the year ended December 31, 2023. Additional information regarding the interests of such potential participants will be included in one or more Regulatory Filings filed with the SEC and Canadian securities regulatory authorities if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov), on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and by visiting the "Investor Relations" page of Riot's corporate website, [www.Riotplatforms.com](http://www.Riotplatforms.com).

## Contacts

### Investor Contacts:

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