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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Bitfarms Ltd.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

09173B107

(CUSIP Number)

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

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

June 3, 2024

(Date of Event Which Requires Filing of This Statement)

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).

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 44,866,115
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 44,866,115
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,866,115	
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) 11.3%	
14	TYPE OF REPORTING PERSON CO	

SCHEDULE 13D

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D ("**Amendment No. 2**") relates to the Schedule 13D filed on May 28, 2024 (as amended by Amendment No. 1, dated May 29, 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), whose principal executive offices are located at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4.

Except as specifically amended by this Amendment No. 2, the Schedule 13D is unchanged.

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

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

The aggregate purchase price of the Common Shares held by the Reporting Person reported herein was US\$89,972,452. The Common Shares beneficially owned by the Reporting Person were purchased using funds out of its working capital.

Item 5. Interest in Securities of the Issuer.

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:

Trade Date	Shares Purchased	Weighted Average Price per Share (US\$)	Price Range (US\$)
05/30/2024	2,135,158	2.23	2.15 – 2.30
05/31/2024	1,733,781	2.23	2.19 – 2.29
06/03/2024	1,138,476	2.33	2.27 – 2.36

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 4, 2024

Riot Platforms, Inc.

By: /s/ Colin Yee

Name: Colin Yee

Title: Chief Financial Officer
