

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

November 27, 2024
Date of Report (date of earliest event reported)

Greenidge Generation Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40808
(Commission File Number)

86-1746728
(I.R.S. Employer Identification Number)

590 Plant Road
Dresden, New York 14441
(Address of principal executive offices and zip code)
(315) 536-2359
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$.0001	GREE	The Nasdaq Global Select Market
8.50% Senior Notes due 2026	GREEL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 – Entry into a Material Definitive Agreement.

On November 27, 2024, a subsidiary of Greenidge Generation Holdings Inc. (the “Company”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”) with Data Journey LLC (the “Purchaser”) pursuant to which the Company has agreed to sell to the Purchaser two parcels of land containing approximately 152 acres of land located in Spartanburg, South Carolina (the “Property”) for the purpose of constructing, developing and operating a data center facility (the “Project”).

The purchase price of the Property is \$12.1 million in cash (the “Purchase Price”) and an eight percent (8%) profit participation interest in the Project (the “Profit Participation Interest”). Under the terms of the Purchase Agreement, the Purchaser has agreed to provide a deposit in the amount of \$250,000 (the “Deposit”), which is to be held in escrow with the title company.

Within ten (10) days of the effective date of the Purchase Agreement, the Purchaser shall deliver to the Company a proposed form of profit participation agreement, which agreement shall provide, among other things, that (i) the Purchaser shall grant to the Company the Profit Participation Interest, (ii) in the event of a sale of the Project or a change of control of the Purchaser, the Company shall be entitled to eight percent (8%) of net proceeds after giving effect to deductions for construction and acquisition costs for the Project, and (iii) the Company shall have audit rights with respect to such interests. The Purchase Agreement provides that the Purchaser has a 45-day period from the effective date of the Purchase Agreement to conduct due diligence with respect to the Property (the “Due Diligence Period”). During the Due Diligence Period, the Company and Purchaser will, in good faith, negotiate such form of profit participation agreement.

Prior to the expiration of the Due Diligence Period, the Purchaser has the right, in the Purchaser’s sole and absolute discretion, to determine whether or not to proceed with the purchase of the Property, including if the Company and the Purchaser are unable to agree to the form of the profit participation agreement. In the event that the Purchaser determines not to proceed with the purchase of the Property prior to the expiration of the Due Diligence Period, then the Purchase Agreement shall terminate and the Deposit shall be returned to the Purchaser.

The transaction is expected to close in the first quarter of 2025. The Purchase Agreement also contains various customary representations, warranties and covenants of the parties and closing conditions as well as other customary provisions.

The foregoing summary of the terms of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which will be filed as an exhibit to the Company’s periodic report for the corresponding period.

Item 8.01 – Other Events.

On December 4, 2024, the Company issued a press release announcing the sale of the Property. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Cautionary Note Regarding Forward-Looking Statements

This report, including Exhibit 99.1 furnished herewith, includes certain statements that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws. These forward-looking statements involve uncertainties that could significantly affect the Company’s financial or operating results. These forward-looking statements may be identified by terms such as “anticipate,” “believe,” “continue,” “foresee,” “expect,” “intend,” “plan,” “may,” “will,” “would,” “could,” and “should,” and the negative of these terms or other similar expressions. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Forward-looking statements in this report include, among other things, statements regarding the business plan, business strategy and operations of the Company in the future. In addition, all statements that address operating performance and future performance, events or developments that are expected or anticipated to occur in the future are forward looking statements. Forward-looking statements are subject to a number of risks, uncertainties and assumptions. Matters and factors that could cause actual results to differ materially from those expressed or implied in such forward-looking statements include but are not limited to the matters and factors described in Part I, Item 1A. “Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 and Quarterly Report on Form 10-Q for the period ended September 30, 2024, as well as statements about or relating to or otherwise affected by (i) the ability to close on and recognize the anticipated objectives and benefits of the sale and subsequent development of the Property (or other properties in the future) and (ii) the ability to negotiate or execute a definitive agreement with respect to the profit participation interest in the Project on terms and conditions that are acceptable to the Company, whether on a timely basis or at all. Consequently, all of the forward-looking statements made in this report are qualified by the information contained under this caption. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements in

this report. You should not put undue reliance on forward-looking statements. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, the actual results, performance, or achievements of the Company could differ materially from the results expressed in, or implied by, any forward-looking statements. All forward-looking statements speak only as of the date of this report and the Company does not assume any duty to update or revise any forward-looking statements included in this report, whether as a result of new information, the occurrence of future events, uncertainties or otherwise, after the date of this report.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated December 4, 2024.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Greenidge Generation Holdings Inc.

By: /s/ Jordan Kovler

Name: Jordan Kovler

Title: Chief Executive Officer

Date: December 4, 2024

Greenidge Generation Announces Sale of South Carolina Property to Data Journey for \$12.1 Million and 8% Stake in Planned Data Center's Profits

Marks Greenidge's First Large-Scale Entry into the Data Center Space as the Company Will Continue Working with Data Journey in Development of Site

Highlights Greenidge and Data Journey's Intention To Partner on Additional Future Sites

DRESDEN, NY, December 4, 2024 – Greenidge Generation Holdings Inc. (Nasdaq: GREE) (“Greenidge” or the “Company”), a vertically integrated cryptocurrency data center and power generation company, today announced that it has entered into a definitive agreement to sell its 152-acre Spartanburg, South Carolina property (the “Spartanburg property”) to Data Journey LLC (“Data Journey”) for \$12.1 million in cash and an 8% profit participation interest in the property’s planned data center.

Greenidge purchased the Spartanburg property in 2021 for a consideration of \$15 million, and it included 175 acres and over 750,000 square feet of industrial buildings. In 2023, Greenidge then sold approximately 23 subdivided acres and its upgraded 44 MW mining facilities to NYDIG ABL LLC (“NYDIG”) for a total consideration of approximately \$28 million. The sale of the remaining 152-acre Spartanburg property will now enable Data Journey to build a new data center on the property while leveraging the site’s future access to 60 MW of power that has already been secured by Greenidge.

Following the completion of the property sale, Greenidge will provide support to Data Journey in the site development and buildout. The property sale and accompanying profit share structure align with Greenidge’s longstanding focus on identifying and acquiring properties with access to significant low-cost power; evaluating each property’s best use for bitcoin mining and data center development; maximizing power capacity; and, ultimately developing or selling to a strategic buyer, when appropriate. In alignment with this playbook, Greenidge is now evaluating other sites for similar data center buildouts and intends to partner with Data Journey on other similar sites.

“Today marks an exciting step forward for Greenidge as our South Carolina property sale to Data Journey represents our first large-scale entrance into the data center space,” said Greenidge CEO Jordan Kovler. “We continue to see incredible opportunities ahead to leverage our team’s knowledge of electricity markets, infrastructure development and power plants to create value for our investors through a growing portfolio of future actionable properties like Spartansburg.”

Kovler added: “As Greenidge continues to evolve, our focus is on scaling our complementary data center expertise alongside our existing bitcoin mining capabilities so that we can further diversify our business and maximize power capacity at each site we own. Data Journey is at the forefront of the data center industry, and we look forward to supporting them as they develop this property and to partnering together on many other projects in the future.”

Data Journey currently operates four facilities across two data centers in Catawba County, NC and in Houston, TX. With the acquisition of the Spartanburg property, Data Journey will be able to add another state-of-the-art facility that is equipped with redundant infrastructure and advanced security protocols. The acquisition of the Spartanburg property also further supports Data Journey’s commitment to expand through six new sites in 2025. The acquisition of this property enables a programmatic developmental roll out of multiple buildings in the next few years. The property will start with 60 MW of power from a local electric utility company, and Data Journey will then be supplemented with proprietary onsite power generation scaling up to 100MW in the near term.

“The acquisition of the Spartanburg property from Greenidge is an exciting milestone for Data Journey as it not only marks our entrance into the South Carolina market, but it will also enable us to further expand the data center and IT infrastructure support we can offer to our trusted customers in alignment with our growth goals for the coming year,” said Dr. Ishnella Kaur Azad, CEO & Founder of Data Journey. “Through the work Greenidge has already done to gain a commitment for future power and set the stage for development of the site, we will be able to operationalize the site much quicker than many comparable sites. We look forward to having Greenidge as a partner as we continue to transform the future of data centers.”

The property sale is expected to close in the first quarter of 2025.

About Greenidge Generation Holdings Inc.

Greenidge Generation Holdings Inc. (Nasdaq: GREE) is a vertically integrated power generation company, focusing on cryptocurrency mining, infrastructure development, engineering, procurement, construction management, operations and maintenance of sites.

About Data Journey

Data Journey stands at the forefront of the data center industry, poised to redefine the standards of excellence and reliability while also being the first and only Woman, Minority, Owned Data Center Provider, headed by Dr. Ishnella Azad. As owners, operators and developers of data centers,

Data Journey is also at the leading edge of developing onsite energy production for stability, reliability and scalability. Data Journey currently has nationwide access to 1.2 GW of power, and its team of over 20 experts – all with more than 15 years of field experience – is able to support the growth and success of the company’s tenants and partners.

With a relentless focus on customer service, innovation and cutting-edge technology, Data Journey offers state-of-the-art facilities equipped with redundant infrastructure and advanced security protocols. For more information, visit www.datajourney.com.

Forward-Looking Statements

This press release includes certain statements that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws. These forward-looking statements involve uncertainties that could significantly affect Greenidge’s financial or operating results. These forward-looking statements may be identified by terms such as “anticipate,” “believe,” “continue,” “foresee,” “expect,” “intend,” “plan,” “may,” “will,” “would,” “could,” and “should,” and the negative of these terms or other similar expressions. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Forward-looking statements in this press release include, among other things, statements regarding the business plan, business strategy and operations of Greenidge in the future. In addition, all statements that address operating performance and future performance, events or developments that are expected or anticipated to occur in the future are forward looking statements. Forward-looking statements are subject to a number of risks, uncertainties and assumptions. Matters and factors that could cause actual results to differ materially from those expressed or implied in such forward-looking statements include but are not limited to the matters and factors described in Part I, Item 1A. “Risk Factors” of Greenidge’s Annual Report on Form 10-K for the year ended December 31, 2023 and Quarterly Report on Form 10-Q for the period ended September 30, 2024, as well as statements about or relating to or otherwise affected by (i) the ability to close on and recognize the anticipated objectives and benefits of the sale and subsequent development of the Spartanburg property (or other properties in the future) and (ii) the ability to negotiate or execute a definitive agreement with respect to the profit participation interest in the Spartanburg property on terms and conditions that are acceptable to Greenidge, whether on a timely basis or at all.

Consequently, all of the forward-looking statements made in this press release are qualified by the information contained under this caption. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements in this press release. You should not put undue reliance on forward-looking statements. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, the actual results, performance, or achievements of Greenidge could differ materially from the results expressed in, or implied by, any forward-looking statements. All forward-looking statements speak only as of the date of this press release and Greenidge does not assume any duty to update or revise any forward-looking statements included in this press release, whether as a result of new information, the occurrence of future events, uncertainties or otherwise, after the date of this press release.

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