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

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934

Amendment No. 1

**IRIS ENERGY LIMITED**

(Name of Issuer)

ORDINARY SHARES  
(Title of Class of Securities)

Q49821109  
(CUSIP Number)

December 31, 2023  
(Date of Event which Requires Filing of this Statement)

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)

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\* 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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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> The Awassi Capital Trust #1	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Australia	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 5,000,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 5,000,000
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 5,000,000	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> Not Applicable	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499)	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Australia	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 5,000,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 5,000,000
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 5,000,000	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> Not Applicable	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> William Gregory Roberts	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Australia	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 5,000,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 5,000,000
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 5,000,000	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> Not Applicable	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

**ITEM 1.** (a) **Name of Issuer: Iris Energy Limited (the “Issuer”)**

(b) **Address of Issuer’s Principal Executive Offices:**

Level 12, 44 Market Street

Sydney, NSW 2000 Australia

**ITEM 2.** (a) **Name of Person 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:

The Awassi Capital Trust #1

Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499) (“Awassi Capital 1”)

William Gregory Roberts

(b) **Address of Principal Business Office, or if None, Residence:**

c/o Iris Energy Limited

Level 12, 44 Market Street

Sydney, NSW 2000 Australia

(c) **Citizenship or Place of Organization:**

Australia. Each of The Awassi Capital Trust #1 and Awassi Capital 1 is organized under the laws of Australia. Mr. Roberts is a citizen of

(d) **Title of Class of Securities:**

Ordinary shares (the “Ordinary Shares”)

(e) **CUSIP Number:**

Q4982L109

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:**

Not Applicable.

**ITEM 4. OWNERSHIP.**

(a)-(c)

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The ownership information presented below represents beneficial ownership of Ordinary Shares of the Issuer as of December 31, 2023, based upon 83,419,050 Ordinary Shares outstanding as of December 31, 2023 (82,419,050 Ordinary Shares outstanding plus 1,000,000 Ordinary Shares issuable upon exercise of options are immediately exercisable or exercisable by each Reporting Person within 60 days of December 31, 2023).

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class</b>	<b>Sole power to vote or direct the vote</b>	<b>Shared power to vote or direct the vote</b>	<b>Sole power to dispose or direct the disposition</b>	<b>Shared power to dispose or direct the disposition</b>
The Awassi Capital Trust #1	5,000,000	6.0%	0	5,000,000	0	5,000,000
Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499)	5,000,000	6.0%	0	5,000,000	0	5,000,000
William Gregory Roberts	5,000,000	6.0%	0	5,000,000	0	5,000,000

The Awassi Capital Trust #1 is the record holder of 5,000,000 Ordinary Shares (including 1,000,000 Ordinary Shares issuable upon the exercise of options that are immediately exercisable or exercisable within 60 days of December 31, 2023). Mr. Roberts is the sole shareholder of Awassi Capital 1, which is the trustee for The Awassi Capital Trust #1. As a result, each of the Reporting Persons may be deemed to share beneficial ownership over the securities reported herein.

**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.**

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.

**SIGNATURES**

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.

**The Awassi Capital Trust #1**

By: Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499), its trustee

By: /s/William Gregory Roberts

Name: William Gregory Roberts

Title: Director

**Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499)**

By: /s/ William Gregory Roberts

Name: William Gregory Roberts

Title: Director

**William Gregory Roberts**

By: /s/ William Gregory Roberts

Dated: February 14, 2024

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## LIST OF EXHIBITS

**Exhibit No.**   **Description**

[99](#)   Joint Filing Agreement

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**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G/A. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2024.

**The Awassi Trust #1**

By: Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499), its trustee

By /s/ William Gregory Roberts

Name: William Gregory Roberts

Title: Director

**Awassi Capital Holdings 1 Pty Ltd (ACN 629 820 499)**

By /s/ William Gregory Roberts

Name: William Gregory Roberts

Title: Director

**William Gregory Roberts**

/s/ William Gregory Roberts

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