

Marathon Patent Group, Inc.  
Form 8-K  
July 19, 2013

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

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FORM 8-K

CURRENT REPORT

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

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Date of Report (Date of earliest event reported): July 18, 2013

MARATHON PATENT GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

|  |                                       |  |
|--|---------------------------------------|--|
| Nevada<br>(State or other jurisdiction<br>of incorporation)                                | 000-54652<br>(Commission File Number) | 01-0949984<br>(IRS Employer Identification<br>No.) |
| 2331 Mill Road, Suite 100<br>Alexandria, VA<br>(Address of principal<br>executive offices) |                                       | 22314<br>(Zip Code)                                |

Registrant's telephone number, including area code: (703) 232-1701

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(Former name or former address, if changed since last report)

Copies to:  
Harvey J. Kesner, Esq.  
61 Broadway, 32nd Floor  
New York, New York 10006  
Telephone: (212) 930-9700

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)

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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))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 18, 2013, Marathon Patent Group, Inc. (the “Company”) filed a certificate of amendment (the “Amendment”) to its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada in order to effectuate a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.0001 per share on a one (1) for thirteen (13) basis (the “Reverse Stock Split”).

The Reverse Stock Split will be effective with the Financial Industry Regulatory Authority (“FINRA”) at the open of business on July 22, 2013 and the Company’s common stock will trade with a “D” added, under the symbol “MARAD”, for the 20 business days beginning on July 22, 2013 to designate that it is trading on a post-reverse split basis. Trading will resume under the symbol “MARA” after the 20 day period has expired. The par value and other terms of Company’s common stock were not affected by the Reverse Stock Split. The Company’s post-Reverse Stock Split common stock has a new CUSIP number, 56585W203. The Company’s transfer agent, Equity Stock Transfer LLC, is acting as exchange agent for the Reverse Stock Split and will send instructions to shareholders regarding the exchange of certificates.

As a result of the Reverse Stock Split, every thirteen shares of the Company’s pre-reverse split common stock will be combined and reclassified into one share of the Company’s common stock. No fractional shares of common stock will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to a fractional share shall receive the next highest number of whole shares.

As previously disclosed in the Company’s Current Report on Form 8-K filed on June 3, 2013, on May 31, 2013, shareholders of record holding a majority of the outstanding voting capital of the Company approved a reverse stock split of the Company’s issued and outstanding common stock by a ratio of not less than one-for-five and not more than one-for-fifteen at any time prior to April 30, 2014, with such ratio to be determined by the Company’s Board of Directors, in its sole discretion. The Reverse Stock Split ratio of one (1) for thirteen (13) basis was approved by the Company’s Board of Directors on June 24, 2013.

A copy of the Amendment is attached to this Current Report as Exhibit 3.1 and is incorporated by reference herein.

Item 8.01 Other Events

On July 19, 2013, the Company issued a press release announcing the Reverse Stock Split. The full text of the press release issued in connection with the announcement is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit 3.1 Certificate of Amendment to Amended and Restated Articles of Incorporation

Exhibit 99.1 Press Release dated July 19, 2013

SIGNATURES

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 thereunto duly authorized.

Date: July 19, 2013

MARATHON PATENT GROUP,  
INC.

By: /s/ Doug Croxall  
Name: Doug Croxall  
Title: Chief Executive Officer