
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

Date of Report (Date of earliest event reported): **February 23, 2016**

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

001-36555
(Commission File Number)

01-0949984
(IRS Employer Identification No.)

11100 Santa Monica Blvd., Ste. 380
Los Angeles, CA
(Address of principal executive
offices)

90025
(Zip Code)

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

(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)
- ☐ 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 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.

On February 23, 2016, Marathon Group SA, a Luxembourg *société anonyme*, Uniloc Luxembourg, S.A., a Luxembourg *société anonyme*, Uniloc Corporation Pty. Limited, an Australian company limited by shares ACN 058 043 744, and Marathon Patent Group, Inc., a Nevada corporation, entered into a Termination Agreement terminating the Business Combination Agreement dated August 14, 2015 by and among the parties set forth above.

ITEM 7.01 REGULATION FD DISCLOSURE.

On February 23, 2016, the Company issued a press release announcing that the Business Combination Agreement, dated August 14 2015 by and among Marathon Group SA, a Luxembourg *société anonyme*, Uniloc Luxembourg, S.A., a Luxembourg *société anonyme*, Uniloc Corporation Pty. Limited, an Australian company limited by shares ACN 058 043 744, and Marathon Patent Group, Inc., a Nevada corporation was terminated on February 23, 2016. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein

by reference.

The information contained in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the information in this Current Report on Form 8-K is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information contained in this Current Report on Form 8-K constitutes material investor information that is not otherwise publicly available.

The Securities and Exchange Commission encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Registrant’s judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as “expects,” “should,” “will,” and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The exhibit listed in the following Exhibit Index is furnished as part of this Current Report on Form 8-K.

Exhibit No.	Description
2.1	Termination Agreement dated February 23, 2016 of Business Combination Agreement dated August 14 2015
99.1	Marathon Patent Group, Inc. Press Release dated February 23, 2016

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: February 23, 2016

MARATHON PATENT GROUP, INC.

By: /s/ Francis Knuettel II
Name: Francis Knuettel II
Title: Chief Financial Officer

Per Section 6.1(a) of the Business Combination Agreement, dated as of 14 August 2015 (the “Agreement”), by and among Marathon Group SA, a Luxembourg *société anonyme*, Uniloc Luxembourg, S.A., a Luxembourg *société anonyme*, Uniloc Corporation Pty. Limited, an Australian company limited by shares ACN 058 043 744 (“Uniloc Australia”), and Marathon Patent Group, Inc., a Nevada corporation (“Marathon”), the undersigned agree to terminate the Agreement.

MARATHON GROUP SA

UNILOC LUXEMBOURG S.A.

By: /s/ Richard S. Chernicoff
 Name: Richard S. Chernicoff
 Title: Director

By: /s/ Craig Etchegoyen
 Name: Craig Etchegoyen
 Title: CEO

MARATHON PATENT GROUP, INC.

By: /s/ Douglas B. Croxall
 Name: Douglas B. Croxall
 Title: Chief Executive Officer

UNILOC CORPORATION PTY LIMITED

By: /s/ Craig Etchegoyen
 Name: Craig Etchegoyen
 Title: Chairman

Marathon Patent Group and Uniloc Terminate Proposed Business Combination

LOS ANGELES, CA and LUXEMBOURG CITY—(February 23, 2016) - **Marathon Patent Group, Inc.** (NASDAQ: MARA) (“Marathon”), and Uniloc Luxembourg SA, announced today that they have terminated their proposed business combination.

“We have enormous respect for Uniloc, its management and its intellectual property” said Doug Croxall, Chairman and Chief Executive Officer of Marathon. “Uniloc and Marathon share a common vision of data-driven success in patent licensing. While the timing might not have worked at this juncture, we will remain in contact with Uniloc and its executive team about future possibilities.”

Neither Marathon nor Uniloc is entitled to a breakup or termination fee.

About Marathon Patent Group:

Marathon is a patent acquisition and monetization company. The Company acquires patents from a wide-range of patent holders from individual inventors to Fortune 500 companies. Marathon’s strategy of acquiring patents that cover a wide-range of subject matter allows the Company to achieve diversity within its patent asset portfolio. Marathon generates revenue with its diversified portfolio through actively managed concurrent patent rights enforcement campaigns. This approach is expected to result in a long-term, diversified revenue stream. To learn more about Marathon Patent Group, visit www.marathonpg.com.

Safe Harbor Statement:

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws. Words such as “may,” “might,” “will,” “should,” “believe,” “expect,” “anticipate,” “estimate,” “continue,” “predict,” “forecast,” “project,” “plan,” “intend” or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company’s filings with the Securities and Exchange Commission (the “SEC”), not limited to Risk Factors relating to its patent business contained therein. Thus, actual results could be materially different. Our assessment of our and Uniloc’s business strength and progress are uncertain forward looking statements. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.

Contact Information:

Marathon Patent Group

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