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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Marathon Digital Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
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Your **Vote** Counts!

MARATHON DIGITAL HOLDINGS, INC.

2024 Annual Meeting

Vote by June 26, 2024

11:59 PM ET

MARATHON DIGITAL HOLDINGS, INC.
101 NE THIRD AVENUE, SUITE 1200
FORT LAUDERDALE, FLORIDA 33301
ATTENTION: LEGAL DEPARTMENT



V50905-P13662

You invested in MARATHON DIGITAL HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 27, 2024.**

Get informed before you vote

View the Combined Document online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 13, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 27, 2024
8:00 a.m. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/MARA2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of three Class I directors to serve until our annual meeting of stockholders to be held in 2027, or until their successors are duly elected and qualified, or until their earlier death, resignation, or removal; Class I Director Nominees: 01) Fred Thiel 02) Kevin DeNuccio 03) Said Ouissal	✔ For
2. The ratification of the appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2024;	✔ For
3. The approval, on a non-binding advisory basis, of the frequency of future stockholder advisory votes to approve the compensation of our named executive officers; and	3 Years
4. The approval of an amendment to our Amended and Restated 2018 Equity Incentive Plan (our "2018 Plan") to increase the number of shares of our common stock, par value \$0.0001 per share, reserved under our 2018 Plan by 15,000,000, or from 30,000,000 shares to 45,000,000 shares.	✔ For
NOTE: We may also transact such other business as may be properly brought before the Annual Meeting or any postponements or adjournments thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".