

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): April 24, 2014

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction of incorporation)

000-54652
(Commission File Number)

01-0949984
(IRS Employer Identification No.)

2331 Mill Road, Suite 100
Alexandria, VA
(Address of principal executive offices)

22314
(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 1.01 Entry into a Material Definitive Agreement.

On May 31, 2013, the Company issued an aggregate of 15,000,000 three (3) year warrants (the "Warrants") to purchase half a share of the Common Stock as part of an unit that also included shares of Common Stock.

On April 20, 2014, the Company sent a letter (the "Warrant Amendment Letter") to all the holders of the Warrants offering to reduce the exercise price of the Warrants from \$6.50 per share to \$5.75 per share, if the holders of the Warrants accepted the Company's offer to exercise the Warrants in full for cash by April 22, 2014 (the "Expiration Date"). The Company subsequently extended the Expiration Date to April 24, 2014.

On April 24, 2014, one holder of Warrants, whom is an accredited investor, accepted the Company's offer and thereby exercised his warrants, for gross proceeds to the Company of approximately \$138,224.25. The Company expects to use such proceeds for general working capital and other purposes.

The foregoing is only a brief description of the Warrant Amendment Letter, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the full text of the Warrant Amendment Letter taken together with the Warrants. The form of the Warrants is referenced as Exhibit 10.2 and the Warrant Amendment Letter is filed as Exhibit 4.1 to this Current Report on Form 8-K, and each is incorporated herein by reference.

Item 3.03 Material Modifications to Rights of Security Holders.

The information set forth in Item 1.01 above is incorporated by reference into this Item 3.03.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 25, 2014, Mr. Richard Raisig resigned from his position as Chief Financial Officer of the Company. The resignation is not in connection with any known disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Company has commenced a search to find a permanent replacement for Mr. Raisig.

The Company's former Chief Financial Officer, John Stetson, will serve as Interim Chief Financial Officer until a permanent replacement is found. Mr. Stetson has been the Managing Member of HS Contrarian Investments LLC since 2011 and the President of Stetson Capital Investments, Inc. since 2010. Mr. Stetson was an Investment Analyst from 2008 to 2009 for Heritage Investment Group and worked in the division of Corporate Finance of Toll Brothers from 2007 to 2008.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Form of Warrant Amendment Letter dated April 20, 2014.*
10.1	Form of Warrant (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2013).

* Filed herewith.

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: April 30, 2014

MARATHON PATENT GROUP, INC.

By: /s/ Doug Croxall

Name: Doug Croxall

Title: Chief Executive Officer



April 20, 2014

Marathon Patent Group, Inc. (the "Company")

Dear Investor,

Reference is made to certain warrants that were issued to you by Marathon Patent Group, Inc. (the "Company") on May 31, 2013 (the "Warrants"). The Warrants currently have an exercise price of \$6.50 per share. Pursuant to a registration rights agreement dated May 31, 2013 (the "RRA"), the Warrant Shares (as defined in the RRA) were registered pursuant to a registration statement on Form S-1 (Registration No. 333-191154) that was initially filed by the Company with the Securities and Exchange Commission (the "SEC") on September 13, 2013 and was declared effective by the SEC on September 24, 2013 (as amended, the "Registration Statement").

The Company is extending you a one-time offer to reduce the exercise price of the Warrants held by you from \$6.50 per share to \$5.75 per share (the "Amended Exercise Price"), subject to your acceptance of, and compliance with, all of the following terms and conditions:

- **You must execute and return to the Company a copy of this letter and exercise the Warrant in full and for cash only and wire the aggregate Amended Exercise Price to the Company by 5:00 p.m. EDT on Tuesday April 22, 2014 (the "Offer Expiration Deadline"). The Company may extend the Offer Expiration Deadline in its sole discretion. The Company's wire instructions are attached hereto as Annex A.**
- You understand that the Company intends to use the proceeds from the exercise of the Warrants for general working capital and other purposes.

Because this is a material change to the Warrants, the Warrant Shares that you will receive will not be registered on a registration statement (including, the Registration Statement previously filed by the Company) and, therefore, unless registered on a further registration statement you may only rely on Rule 144 promulgated pursuant to the Securities Act of 1933, as amended (the "Securities Act") or other applicable exemption from registration to sell or dispose of the Warrant Shares received upon exercise of the Warrants as contemplated in this letter (i.e. 6-month holding period). You hereby agree to waive any and all registration rights with respect to the Warrant Shares pursuant to the RRA and the Securities Purchase Agreement dated as of May 31, 2013 (the "SPA") pursuant to which the Warrant Shares were registered and included in the Registration Statement. The Company agrees that if at any time the Company shall determine to file with the Securities and Exchange Commission a registration statement relating to an offering for the account of others under the Securities Act, of any of its equity securities (other than any amendment to a registration statement previously filed with the SEC or the re-filing of a registration statement that was previously filed and withdrawn; or (ii) on Form S-4, Form S-8 or their then equivalents relating to equity securities to be issued solely in connection with any acquisition of any entity or business or equity securities issuable in connection with stock option or other bona fide, employee benefit plans), the Company shall use its best efforts to include in such Registration Statement all of the Warrant Shares received upon exercise of the Warrants pursuant to the opportunity to exercise provided herein (the "piggyback registration rights"). Notwithstanding the foregoing, the Company shall not be obligated to register the Warrant Shares as contemplated herein if all of the Warrant Shares may be sold without restriction pursuant to Rule 144. You hereby agree that your piggyback registration rights hereunder will constitute your sole and exclusive rights with respect to the registration of the Warrant Shares and this right supersedes in its entirety any and all rights pursuant to the RRA and the SPA pursuant to which the Warrants were issued. Furthermore, you hereby agree and consent to a filing by the Company with the SEC an amendment in order to remove from registration all Warrant Shares held by the undersigned.

MARATHON PATENT GROUP, INC.
2331 MILL ROAD | SUITE 100 | ALEXANDRIA, VA | 22314
TELE 703-232-1701 | FAX 703-997-7320



The undersigned certifies he/she is an “accredited investor” as defined under Ruler 405 of the Securities Act and the undersigned has not received any consideration in connection with the foregoing amendment. The undersigned has not relied upon any form of general solicitation or advertising in connection with the agreement hereunder. Please indicate your acceptance of this offer letter by executing a copy of this letter where indicated below and returning a copy to Edward Schauder, the Company’s legal counsel, at eschauder@srff.com or fax a copy to Mr. Schauder at (212) 930-9725.

Sincerely,

Marathon Patent Group, Inc.

By: _____

Name: Doug Croxall
Title: Chief Executive Officer

Agreed to an Accepted:

Investor

By: _____

Name:

Title: