
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): May 1, 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) 626-4984

(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 7.01 REGULATION FD DISCLOSURE.

On May 5, 2014, Marathon Patent Group, Inc. (the “Company”) issued a press release relating to the consummation of a private placement of its securities on May 1, 2014 and an acquisition of the ownership interests of three limited liability companies through wholly owned subsidiaries of the Company on May 2, 2014 (collectively, the “Transactions”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company will file a more comprehensive Current Report on Form 8-K with applicable disclosures and required exhibits relating to the Transactions on or prior to May 7, 2014.

On May 5, 2014, the Company also issued a new investor presentation, a copy of which is attached hereto as Exhibit 99.2.

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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Marathon Patent Group, Inc. Press Release dated May 5, 2014
99.2	Marathon Patent Group, Inc. Investor Presentation dated May 5, 2014

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: May 5, 2014

MARATHON PATENT GROUP, INC.

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

**Marathon Patent Group Completes Major Transaction for Significant Patent Assets
and Closes \$6.5 Million Financing**

*– Acquired IP Assets have the Potential to Meaningfully Increase Company’s Revenue and Earnings –
– Marathon Expands Strategic Relationship with IPNav and Completes \$6.5 Million Equity Financing at \$6.50 per Share –*

ALEXANDRIA, VA-- (May 5, 2014) - **Marathon Patent Group, Inc.** (OTCBB: MARA) ("Marathon" or the "Company"), a patent acquisition and monetization company, announced today it has acquired two companies each with active patent portfolios as well as revenue rights associated with three additional patent portfolios. The Company also announced the closing of a \$6.5 million equity financing.

Under the terms of the deal for the assets, Marathon paid \$5 million in cash, issued 391,000 restricted shares of the Company’s convertible Series B preferred stock, and has agreed to make additional deferred cash payments of up to \$6 million, as well as potential earn-out payments based on net revenues realized by Marathon in excess of its investment and expenses associated with the acquired assets. The two patent portfolios and rights associated with financing three additional patent portfolios were acquired from entities advised by IPNav. IPNav, one of the world’s leading IP monetization service company, is acting as the strategic advisor on licensing and financing for these assets and will continue to advise Marathon after the closing.

All of the subject patent portfolios are in various stages of monetization. The patents cover diverse fundamental technologies in the following areas: life sciences; natural language processing and search query; automotive-related sensors; network intrusion, detection and protection; and medical device technology.

Marathon has also acquired from IPNav rights to license and sell a commercial version of a proprietary IP analytics system developed for IPNav. This proprietary system has been in development since 2007. Marathon plans to introduce a commercial version of this analytical tool in late 2014, with a feature set and at a price point that IP professionals and others, including financial professionals, will find attractive relative to other offerings currently in the market.

Additionally, Marathon has entered into a multi-year agreement with IPNav to provide strategic advisory services on IP assets owned by Marathon. As part of this overall transaction, Marathon will have the right to acquire IP assets that meet certain criteria that would otherwise be acquired by other clients of IPNav and the right to participate in any IP related financing undertaken by IPNav Capital.

Lastly, Marathon also closed an equity financing of \$6.5 million through the sale of units with each unit comprised of one share of Series A preferred stock that are convertible into the Company’s common stock at a fixed price of \$6.50 and a two year warrant to acquire 0.25 shares of the Company’s common stock at an exercise price of \$7.50 per share restricted shares of preferred stock that are convertible into the Company’s common stock at a fixed price of \$6.50. Laidlaw & Company acted as placement agent on the financing.

Commenting on the announcement, Doug Croxall, CEO of Marathon Patent Group, stated, "These transactions demonstrate that diversification within the patent asset class can also be measured by the stage of enforcement at which Marathon acquires the patent asset. Acquiring patent assets that are well into the monetization process significantly reduces risk, eliminates up front expenses, and reduces the time to revenue. We anticipate the patent assets we acquired will contribute meaningfully to Marathon’s revenues and earnings and we have improved our balance sheet considerably with the closing of the financing."

Mr. Croxall continued, "Also important is our expanded relationship with IPNav, which will allow us to quickly expand into IP services by offering an analytical tool which could generate meaningful recurring revenue at attractive margins. Lastly, having the right to invest in patent assets alongside IPNav Capital increases the likelihood that Marathon will see more high-quality IP opportunities."

IPNav founder, Erich Spangenberg, commented, "Marathon has acquired important assets with potential significant value. Outright acquisition of patent portfolios is one approach that can yield significant returns, but the time to a return can be years off. Participating in financial outcomes of IP at a later stage in the monetization process when more is known about the underlying assets without all of the costs and risks of early stage direct ownership is sometimes the best strategy. We have spent considerable time evaluating the different business models in the patent monetization market and believe that Marathon has done an excellent job of positioning itself for success by taking the approach of a financial manager and not building unnecessary infrastructure that can be better outsourced. The market is constantly changing and we are confident we are working with a company that will be successful. Having a time-tested analytical and disciplined approach, we believe Marathon is providing investors with the opportunity to have diversified exposure to the patent asset class."

About Marathon Patent Group:

Marathon Patent Group, Inc. is a patent acquisition and monetization company. We acquire patents from a wide range of patent holders from individual inventors to Fortune 500 companies. Our strategy of acquiring patents that cover a wide-range of subject matter allows us to achieve diversity within our patent asset portfolio. We generate revenue with our 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 <http://www.marathonpg.com/>.

Forward Looking Statements:

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. 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.

Investor Relations Contacts:

The Del Mar Consulting Group, Inc.
Robert B. Prag, President
858-794-9500
bprag@delmarconsulting.com

Alex Partners, LLC
Scott Wilfong, President
425-242-0891
Scott@alexpartnersllc.com

END



MARATHON

INVESTOR PRESENTATION

MAY 2014

SAFE HARBOR STATEMENT

Safe Harbor

This presentation and other written or oral statements made from time to time by representatives of Marathon Patent Group ("MPG" or "Marathon") contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements reflect the current view about future events. Statements that are not historical in nature, and which may be identified by the use of words like "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "future" or the negative of these terms and other words of similar meaning, are forward-looking statements. Forward-looking statements are based on management's current expectations and assumptions regarding our business, the economy and other future conditions and are subject to inherent risks, uncertainties and changes of circumstances that are difficult to predict and may cause actual results to differ materially from those contemplated or expressed. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Important factors that could cause actual results to differ materially from those in the forward looking statements include: a continued decline in general economic conditions nationally and internationally; decreased demand for our products and services; market acceptance of our products; the ability to protect our intellectual property rights; impact of any litigation or infringement actions brought against us; competition from other providers and products; risks in product development; inability to raise capital to fund continuing operations; changes in government regulation, the ability to complete customer transactions and capital raising transactions.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Forecast

All forecasts are provided by management in this presentation and are based on information available to us at this time and management expects that internal projections and expectations may change over time. In addition, the forecasts are entirely on management's best estimate of our future financial performance given our current contracts, current backlog of opportunities and conversations with new and existing customers about our products.

This overview is delivered solely as reference material with respect to our company. This document shall not constitute an offer to sell or the solicitation of an offer to buy securities in our company in any jurisdiction. The information herein is based on data obtained from sources believed to be reliable.

MARATHON OVERVIEW

- Patent acquisition and monetization company
- We acquire patents from a wide range of patent holders – individual inventors to Fortune 500 companies – currently own 124 patents and have contract rights related to revenue generated from 50+ patent assets
- Our strategy of acquiring patents that cover a wide range of subject matter allows us to achieve diversity within our patent asset portfolio
- We generate revenue from our diversified portfolio through actively managed concurrent licensing campaigns – resulting in a long-term diversified revenue stream – currently have over 100 potential licensees
- Strategic relationship with IPNav – the world’s foremost IP monetization service company – shareholder in Marathon

PATENT ACQUISITION

- Established and growing channels deal flow – sources of patent opportunities
- Due diligence process – risk analysis, infringement analysis, revenue projections, pricing analysis and targeted ROI
- Typical terms/structure – Marathon subsidiary acquires the patent portfolio for cash, stock, contingency revenue share, or hybrid
- Decades of experience and expertise to mitigate risk and enhance return potential
- Success of patent acquisition is critical to the success of building a **diversified** portfolio of patent assets – which allows for a diversified revenue stream

PATENT LICENSING

- Approach potential licensees – objective is to execute a license agreement by explaining the evident strength of our claims and the value of our patented technology within their product offering
- If initial licensing approach yields less than expected outcome – move forward with litigation (2-4 year time horizon: filing of complaint to trial)
- A large pool of potential licensees / defendants provides for diversity of timing and size of revenue events
- Majority of defendants execute a settlement and license agreement (greater than 90%)
- Multiple patent assets allow for multiple licensing campaigns

FINANCIAL MODEL

- Highly scalable business model allows for concurrent multiple patent licensing campaigns without substantial increase in corporate overhead
- Multiple assets provide opportunity for multiple revenue events
- Currently own 124 patents and have contract rights related to revenue generated from 50+ patent assets and over 100 potential licensees within 12 active licensing campaigns
- Gross margins typically range between 45% - 55% of revenue
- Focused on reaching near-term positive EBITDA

CURRENT SUBSIDIARIES

- Dynamic
 - Exclusive license to 4 U.S. Patents
 - Marathon's Dynamic portfolio contains patents which relate to a method of processing natural language query inputs by a user
 - Litigation commenced on 10/19/2012; Markman held in April in NDNY with trial expected in early 2015
 - Stage of Litigation: Decision denying Apple's Institution of Inter Partes Review

- CRFD Research
 - 4 U.S. Patents and 3 U.S. Applications
 - CRFD Research's wireless technology portfolio represents key enabling wireless technologies including the transfer of active session among devices, and web content transformation into formats compatible with destination devices
 - Litigation commenced on 01/17/2014
 - Stage of Litigation: Pre-Markman

- Signal IP
 - 15 U.S. Patents, 2 Foreign Patents
 - Marathon's Signal IP patent portfolio covers automotive technology – acquired from Delphi Technologies in December 2013
 - Litigation commenced on 04/01/2014
 - Stage of Litigation: Pre-Markman

CURRENT SUBSIDIARIES

- IP Liquidity Ventures
 - Contract rights to revenue generated from various patent portfolios covering life sciences, search, network intrusion and detection and sensors
 - The Life Sciences portfolio relates to thalidomide treatments for neoplastic diseases, malignant melanomas, as well as treatments for cholinergic deficit states in the central nervous or peripheral nervous systems.
 - The Sensor portfolio relates to automotive systems including tire pressure management systems (e.g. pressure, temperature, rotations)
 - The Search and Network Intrusion portfolio relates to tools for intelligent searches applied to data management systems as well as global information networks like the Internet.

- Sarif Biomedical
 - 5 U.S. Patents, 24 foreign patents and patent applications
 - Marathon's Sarif portfolio relates to microsurgery methods and related equipment including articulated tools, imaging systems and displays as well as sensors employed as integral parts of the system.
 - Litigation commenced on 01/28/2013
 - Stage of Litigation: Pre-Markman

- CyberFone
 - 10 U.S. Patents, 1 U.S. Application and 27 foreign patents
 - Marathon's CyberFone patent portfolio covers claims that provide the right to practice specific transactional data processing, telecommunications, network and database inventions, including financial transactions.
 - Litigation commenced on 09/15/2011
 - Stage of Litigation: Pre-Markman

CURRENT SUBSIDIARIES

- Sampo IP
 - 3 U.S. Patents and 1 U.S. Applications
 - Sampo IP patent portfolio covers a system and method for communicating information among participants of a distributed application.
 - Litigation commenced on 03/20/2013
 - Stage of Litigation: Pre-Markman

- E2E Processing
 - 4 U.S. Patents
 - The E2E patent portfolio emphasizes process automation in the production and enterprise resource planning (ERP) sector - although the patents and their associated claims show a clear relationship with other fields of use.
 - Stage of Litigation: Pre-Markman

- Vantage Point
 - 11 U.S. Patents and 26 foreign patents
 - The Vantage Point Technologies patents relate to a wide range of technologies including processor architecture technology that is in widespread use throughout the computing and mobile device marketplace.
 - Litigation commenced on 11/01/2013
 - Stage of Litigation: Pre-Markman

CURRENT SUBSIDIARIES

- Relay IP
 - 1 U.S. Patent
 - Marathon's Relay IP portfolio covers claims enabling multicasting on Internet protocol (IP) networks. IP multicast is widely deployed in enterprises, commercial stock exchanges, and multimedia content delivery networks.
 - Litigation commenced on 05/03/2013
 - Stage of Litigation: Pre-Markman

- Hybrid Sequence
 - 2 U.S. Patents - Marathon's Hybrid Sequence portfolio covers performing diagnostics, in a non-disruptive fashion through a Frame Relay Circuit.

- Bismarck IP
 - 3 U.S. Patents and 11 foreign patents – Covers claims relating to performance enhancement features and enabling technology within switching communication terminal equipment, and in Private Branch Exchanges (PBXs) in a communication network.

MANAGEMENT

Doug Croxall
CEO & Chairman

- Previously the CEO & owner of LVL Patent Group, a patent enforcement entity
- Chairman and CEO of Firepond (NASDAQ: FIRE), a configuration software company with a patent portfolio enforced by IP Nav for \$93 million in gross revenues
- Previously employed by Motorola and KPMG
- MBA, Pepperdine University 1995; BA Purdue University 1991

John Stetson
EVP & Director

- Served as CFO of MPG's predecessor company, American Strategic Minerals.
- Investment Analyst for Heritage Investment Group
- Corporate Finance division of Toll Brothers (TOL).
- BA in Economics from the University of Pennsylvania

Jim Crawford
COO

- Previously the CIO Hipcricket/Augme Technologies, Inc.
- Member of the Board of Directors for Augme Technologies, Inc. (2006-2011)
- Experienced in public company compliance, advanced hardware, software and network administration
- Named inventor on several patents pending with the USPTO
- Founder of Kino Communications & Audioeye, Inc.

Doug Bender
SVP Engineering

- Previously the SVP Engineering and IP Development at Augme Technologies, Inc.
- 25 years of engineering, executive management and intellectual property
- Inventor and author of more than 75 patents in the communications, IP telephony, and IT markets
- BS Computer Science California Polytechnic University – San Luis Obispo

MARATHON AT A GLANCE

Exchange/Ticker	OTCQB: MARA
Current price	\$7.18
Market Capitalization	≈ \$39.4 Million
Common Shares Outstanding	≈ 5.6 MM
Fully Diluted Shares	≈ 7.6 MM
Avg. Daily Volume (3 month)	≈ 22,000
Solid balance sheet	≈ \$6 Million Cash

INVESTOR HIGHLIGHTS

- Experienced and proven team – strategic relationship with IPNav
- Continuous supply of patent opportunities
- Continued focus on acquisition of additional patent assets to continue and increase diversification of asset base
- Highly scalable business model allows for concurrent multiple patent licensing campaigns without significant increase in corporate overhead
- Strong operating leverage should allow for near-term expansion of operating margins and positive EBITDA
- Execution - multiple licensing campaigns already underway

CONTACT INFORMATION

Company Contact:

Doug Croxall, CEO
703.232.1701 office
doug@marathonpg.com

Investor Contact:

The Del Mar Consulting Group, Inc.
Robert B. Prag, President
858-794-9500
bprag@delmarconsulting.com

or

Alex Partners, LLC
Scott Wilfong, President
425-242-0891
scott@alexpartnersllc.com

