

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): September 2, 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.)

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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On September 2, 2014, Marathon Patent Group, Inc., a Nevada corporation (the “Company”) filed a Certificate of Correction with the Secretary of State of the State of Nevada (“Secretary of State”), correcting a carve out to the definition of “Indebtedness” in the Certificate of Designation of Series A Convertible Preferred Stock (“Series A Preferred”), filed with the Secretary of State on May 1, 2014. As previously approved by the Board of Directors of the Company and agreed to by the holders of the Series A Preferred prior to the consummation of the private placement on May 1, 2014, indebtedness incurred to fund all or a portion of the purchase price in connection with the acquisition of patent portfolios and other intellectual property by the Company is excluded from the definition of “Indebtedness” in the Certificate of Designation, as corrected.

ITEM 7.01 REGULATION FD DISCLOSURE.

On September 3, 2014, the Company issued a new investor presentation, a copy of which is attached hereto as Exhibit 99.1.

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>
3.1	Certificate of Correction to the Certificate of Designation of Series A Convertible Preferred Stock of Marathon Patent Group, Inc. filed as Exhibit 3.1 to the Form 8-K filed on May 7, 2014
99.1	Marathon Patent Group, Inc. Presentation dated September 3, 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: September 3, 2014

MARATHON PATENT GROUP, INC.

By: /s/ Francis Knuettel II

Name: Francis Knuettel II

Title: Chief Financial Officer

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

September 2, 2014

Job Number: C20140902-3542
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20140635854-88	Certificate of Correction	2 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Jason Hataway
Certificate Number: C20140902-3542
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



090401

Certificate of Correction
 (PURSUANT TO NRS CHAPTERS 78,
 78A, 80, 81, 82, 84, 86, 87, 87A, 88,
 88A, 89 AND 92A)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140635854-88
	Filing Date and Time 09/02/2014 2:30 PM
	Entity Number E0079682010-9

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Certificate of Correction

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to NRS Chapters 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A)

1. The name of the entity for which correction is being made:

Marathon Patent Group, Inc.

2. Description of the original document for which correction is being made:

Certificate of Designation of Series A Convertible Preferred Stock

3. Filing date of the original document for which correction is being made:

May 1, 2014

4. Description of the inaccuracy or defect:

Language reflecting the voting rights of the holders of Series A Convertible Preferred Stock that was included in the approved board resolutions, was not accurately reflected in the filed Certificate of Designation. The section with the affected error is Section 3(a).

The last sentence in Section 3(a) is restated in its entirety below.

5. Correction of the inaccuracy or defect:

"Indebtedness" means: See Annex A

6. Signature:

X

Authorized Signature

Chief Financial Officer

Title *

9/2/14

Date

* If entity is a corporation, it must be signed by an officer if stock has been issued, OR an incorporator or director if stock has not been issued; a limited-liability company, by a manager or managing members; a limited partnership or limited-liability limited partnership, by a general partner; a limited-liability partnership, by a managing partner; a business trust, by a trustee.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Correction
 Revised: 3-26-09

Annex A

(a) all obligations for borrowed money, (b) all obligations evidenced by bonds, debentures, notes, or other similar instruments and all reimbursement or other obligations in respect of letters of credit, bankers acceptance, current swap agreements, interest rate swaps, or other financial products, (c) all capital lease obligations (to the extent the same exceed \$500,000 in any fiscal year), (d) all synthetic leases, and (e) any obligation guaranteeing or intended to guarantee (whether directly or indirectly guaranteed, endorsed, co-made, discounted or sold with recourse) any of the foregoing obligations of any other person; provided, however, Indebtedness shall not include (a) a working capital line of credit, containing typical and customary terms and conditions, of up to \$3,000,000 issued by a bank, credit union, governmental agency or similar unaffiliated corporate or institutional lender, (b) usual and customary trade debt incurred in the ordinary course of business, (c) indebtedness incurred to fund all or a portion of the purchase price in connection with the acquisition of patent portfolios and other intellectual property by the Company and (d) endorsements for collection or deposit in the ordinary course of business.





MARATHON PATENT GROUP

Investor Presentation
September 2014

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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 law of the United States, we do not intend to update any of the forward-looking statement 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

Overview

- Patent acquisition and monetization company that generates revenues through diverse patent licensing programs across multiple industries
- As of 8/15/14, Marathon subsidiaries collectively own 128 patents and contract rights for 10 patents
- Commenced initial licensing campaign during Q2 2013; as of 8/15/2014 Marathon subsidiaries' have 87 active defendants
- Q2 2014: \$3.8 M in revenues; achieved EBITDA profitability (non-GAAP) for second consecutive quarter
- Strong patent acquisition pipeline; proprietary process to value patent assets; scalable business model
- Opus Analytics is expected during Q3 2014
- Experienced management team with track record of success in patent asset monetization

Equity Snapshot – 9/2/2014

Exchange/ Ticker:	NASDAQ: MARA
Common Shares:	5.7 million
Equity Market Capitalization:	\$64.9 Million
Share Price (9/2/14):	\$11.29
Average Daily Volume (3 Mo.):	32,977
Commenced Operations:	November 2012



Marathon's Business Model

- Proprietary process for valuing patent assets
- Highly scalable hybrid model allows for concurrent multiple revenue streams without significant increases in overhead
- Eleven (11) subsidiaries with active enforcement campaigns – through 6/30/14, seven (7) subsidiaries have begun to generate revenue
- Outsourced network of expert third-party consultants enable Marathon to efficiently tailor expenditure on patent evaluation, acquisition and enforcement processes & maximize profitability
- Over the last 4 quarters through 6/30/14, quarterly operational costs (cash) averaged approximately \$0.9 million
- Gross margins typically 45-55%
- Diversified base of licensing and enforcement campaigns can provide stable quarterly revenue; also allows for potential “blue sky” revenue generation



Diversification within the Asset Class

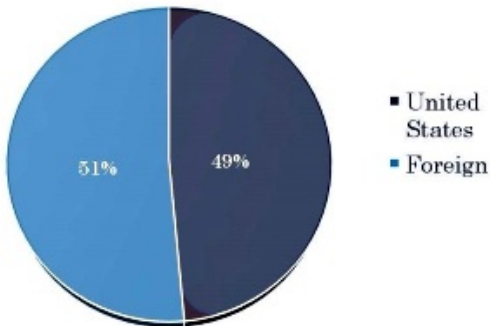
Revenue Diversification

- Multiple potential licensees – 87 defendants
- Marathon has one defendant currently scheduled for Markman Hearing in 2014 and twenty-nine (29) for 2015
- Marathon has seventeen (17) defendants currently scheduled for trial in 2015 and four (4) defendants currently scheduled for trial in 2016

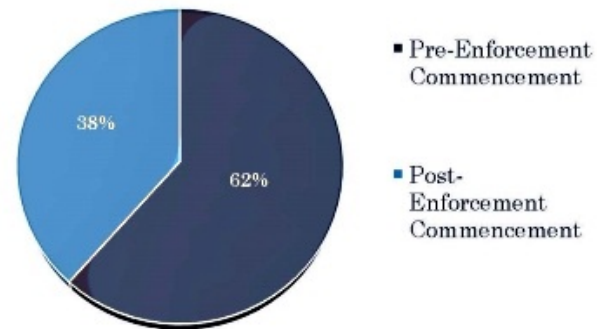
Percentage of Patents by Technology Sector

- Mobile Handset Technology – 27%
- Data Transaction Processing – 27%
- Automotive related technology – 15%
- PBX Networks – 10%
- Medical Technology – 7%
- ERP – 3%
- Wireless Communications – 3%
- Intelligent Search – 2%
- Collaborative systems – 2%
- Packet Switching Networks – 2%
- Natural Language Processing – 1%
- Multi-casting – 1%

Patents by Geography



Enforcement Stage at Time of Acquisition





Financial Performance: Non-GAAP Profitability with Strong Balance Sheet

	Q3 2013	Q4 2013	FY 2013	Q1 2014	Q2 2014
Revenues	\$0.7M	\$1.2M	\$3.4M	\$2.8M	\$3.8M
GAAP Net Income (Loss)	(\$0.9M)	(\$1.1M)	(\$3.5M)	(\$0.3M)	(\$1.6M)
Non-GAAP Let Income (Loss)	(\$0.1M)	(\$0.3M)	(\$0.9M)	\$0.9M	\$1.2M
Non-GAAP EPS	(\$0.02)	(\$0.07)	(\$0.16)	\$0.16	\$0.21
Cash Balance	\$5.9M	\$3.6M	\$3.6M	\$5.4M	\$6.5M
Debt	\$0	\$0	\$0	\$0	\$6.0
Patent Investments	\$1.1M	\$1.7M	\$4.7M	NA	\$14.8M



Case Study – Dynamic Advances

- Researchers at Rensselaer Polytechnic Institute (“RPI”) in NY were granted US Patent [7,177,798](#) (‘798 patent) titled “Natural language interface using constrained intermediate dictionary of results”
- RPI sold exclusive license to Dynamic Advances (a private LLC)
- RPI and Dynamic Advances filed a complaint for patent infringement alleging that Apple infringes and has infringed the ‘798 patent - Among the infringement contentions asserted by plaintiffs are claims that Apple’s Siri personal assistant infringes one or more claims of the ‘798 Patent.
- Markman Hearing held on April 14, 2014 (claim construction)
- Apple’s first of three total petitions requesting *inter partes* review (IPR) was denied on April 15, 2014
- **Marathon’s wholly-owned subsidiary acquired Dynamic Advances on May 2, 2014**
- On June 12, 2014, Apple’s second and third petitions requesting *inter partes* review (IPR) were denied, additionally on June 12, 2014, the Markman Ruling was issued
- Trial is expected to occur in Q1 or Q2 2015



Relationship with IPNav

Acquisition

Pipeline

IPNav helps uncover patent acquisition opportunities for Marathon from a large and diverse group of sources

Patent Portfolio

Evaluation

IPNav's platform aids Marathon in due diligence, valuation, enforcement, litigation and licensing services



New Revenue

Stream

Opus Analytics (subsidiary of Marathon) has exclusive license to sell subscriptions to Opus (proprietary patent analytics tool)

Strong Track

Record of Success

IPNav's proprietary platform boasts over 600 IP transactions and more than \$500 million in direct licensing revenue to its customers



Opus Analytics: New Emerging Revenue Stream

- Opus – IP analytics platform developed for IPNav
 - Launch date September 15th
 - 50/50 revenue split between Marathon and IPNav
 - Expected to generate consistent, regular Software as a Service (SaaS) revenue stream

- Target Market: finance, legal, and IP professionals
 - Financial professional / investor
 - IP and Legal professional

- Three types of SaaS offerings:
 - Premium – Priced at \$999/month, per named individual user. This package is targeted towards the sophisticated IP professional
 - Basic – Priced at \$299/month, per named individual user. This package targets the finance professional, inventors and companies developing IP to evaluate applicable industry patent coverage.
 - The Alpha Package – Priced at \$99/month, per named individual user. Targeted towards IP investors or those looking for solely the Alpha Score rating.





Experienced Management Team with Track Record of Success

Doug Croxall – CEO & Chairman

- Previously CEO & owner of LVL Patent Group, a patent enforcement entity
- Chairman & CEO of Firepond (NASDAQ: FIRE), a configuration software company with a patent portfolio enforced by IPNav for approximately \$100 million in gross revenues
- Previously employed by Motorola & KPMG
- MBA, Pepperdine University 1995; BA, Purdue University 1991

Frank Knuettel II – CFO

- Previously the Managing Director and CFO of Greyhound IP, a patent enforcement entity
- CFO of IP Commerce, InfoSearch Media and Internet Machines
- Previously board member and Audit Chair of Firepond
- MBA, Wharton 1993; BA, Tufts University 1988

Jim Crawford – COO

- Previously CIO Hipcricket
- Experienced in public company compliance, advanced hardware/software/network administration
- Named inventor on several patents pending with the USPTO

Doug Bender – SVP Engineering

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

John Stetson – EVP & Director

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



Popular Misconceptions about Patent Enforcement – Our Observations*

Misconception	Truth
<ul style="list-style-type: none">▪ PAEs (“Patent Assertion Entity”) negatively impact the economy and job growth and stifle innovation.	<ul style="list-style-type: none">▪ PAEs protect the rights of small companies, individual inventors and universities, helping ensure a vibrant & inventive economy. Further, only 20% of patent litigations involve a PAE.
<ul style="list-style-type: none">▪ PAEs “shake-down” defendants with frivolous suits.	<ul style="list-style-type: none">▪ Rule 11 penalizes bad actions and protects against those who frivolously assert their patents.
<ul style="list-style-type: none">▪ Patents are not “real assets” and therefore are not as valuable as real property.	<ul style="list-style-type: none">▪ Patent rights <u>are</u> property rights enshrined in the U.S. Constitution.
<ul style="list-style-type: none">▪ Pending regulatory issues are a threat to the business model of PAEs.	<ul style="list-style-type: none">▪ Patent reform removed from consideration in Congress; additional near-term reform efforts highly unlikely.

* Set forth is what we believe are the misconceptions and truths about patent enforcement



Perceived Investment Risks and Mitigants – Our Observations*

Perceived Risks	Mitigants
<ul style="list-style-type: none">▪ Litigation risk and uncertainty of revenue timing	<ul style="list-style-type: none">▪ Less than 1% of Marathon enforcement campaigns have gone to trial
<ul style="list-style-type: none">▪ Unfavorable regulatory environment	<ul style="list-style-type: none">▪ Patent reform stalled in Senate; near-term reform unlikely
<ul style="list-style-type: none">▪ Lumpy/inconsistent revenue stream	<ul style="list-style-type: none">▪ Patent portfolio diversity; multiple concurrent enforcement campaigns
<ul style="list-style-type: none">▪ Inadequate patent acquisition opportunities	<ul style="list-style-type: none">▪ Proprietary relationship with IPNav source for patent acquisition
<ul style="list-style-type: none">▪ Key man risk due to few Marathon employees	<ul style="list-style-type: none">▪ Highly detailed proprietary process maps provide operational continuity

* Set forth is what we believe are the perceived risks and mitigants of patent enforcement



Investment Highlights

- Diversification within the asset class:
 - Number of patent portfolios;
 - Across varying industries;
 - Covering multiple technology areas;
 - Generating different frequency and amount of revenue, and;
 - Stage at which Marathon invests / acquires the assets
- Proprietary process to value patent assets with deep pipeline of opportunities
- Strategic relationship with IPNav provides a source of competitive advantage
- Highly scalable business model with strong operating leverage
- Strong recent financial performance with operational momentum
- Opus expected to launch during Q3 2014
- Experienced management team with track record of success



Appendix



Non-GAAP Reconciliation

INFORMATION ABOUT NON-GAAP FINANCIAL MEASURES. As used herein, "GAAP" refers to accounting principles generally accepted in the United States of America. To supplement our consolidated financial statements prepared and presented in accordance with GAAP, this presentation includes financial measures, including (1) non-GAAP net income and (2) non-GAAP Earnings Per Share ("EPS"), that are considered non-GAAP financial measures as defined in Rule 101 of Regulation G promulgated by the Securities and Exchange Commission. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future performance, financial position, or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We use these non-GAAP financial measures for internal financial and operational decision making purposes and as a means to evaluate period-to-period comparisons of the performance and results of operations of our core business. Our management believes that these non-GAAP financial measures provide meaningful supplemental information regarding the performance of our core business by excluding non-cash stock compensation charges, non-cash patent amortization charges and excess benefit related non-cash tax expense, that may not be indicative of our recurring core business operating results. These non-GAAP financial measures also facilitate management's internal planning and comparisons to our historical performance and liquidity. We believe these non-GAAP financial measures are useful to investors as they allow for greater transparency with respect to key metrics used by management in its financial and operational decision making and are used by our institutional investors and the analyst community to help them analyze the performance and operational results of our core business.

	For the Three Months ended June 30, 2013	For the Three Months ended March 31, 2014	For the Three Months ended June 30, 2014
Net Income	(810,499)	(281,606)	(1,589,743)
Non-GAAP			
Amortization of Intangible Assets	475,680	453,647	938,679
Equity-based Compensation	822,193	680,627	554,356
BCF	-	-	1,271,942
Depreciation	833	1,417	1,417
Non-GAAP Net Income	488,207	854,084	1,176,650
Weighted Average Common Shares Outstanding	4,249,120	5,490,323	5,508,323
Net Income per Common Share	(0.19)	(0.05)	(0.29)
Non-GAAP Net Income per Common Share	0.11	0.16	0.21

