
**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): December 21, 2017

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada	001-36555	01-0949984
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11601 Wilshire Blvd., Ste. 500 Los Angeles, CA	90025
(Address of principal executive offices)	(Zip Code)

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

(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 20, 2017, Marathon Patent Group, Inc. (the “Company”) filed a Certificate of Correction to Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the 0% Series E Convertible Preferred Stock (the “Certificate of Correction”) to correct the method of determining the amount payable upon the occurrence of a Liquidation Event as required by NASDAQ.

The foregoing description of the terms of the Certificate of Correction is incomplete and subject to, and qualified in its entirety by, the actual terms of the Certificate of Correction, the form of which is attached hereto as Exhibit 4.1, which is hereby incorporated by reference.

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	<u>Certificate of Correction to Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the 0% Series E Convertible Preferred Stock</u>

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: December 21, 2017

MARATHON PATENT GROUP, INC.

By: /s/ Francis Knuettel II

Name: Francis Knuettel II

Title: Chief Financial Officer

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF DESIGNATION OF RIGHTS, POWERS, PREFERENCES,
PRIVILEGES AND RESTRICTIONS OF THE
0% SERIES E CONVERTIBLE PREFERRED STOCK OF
MARATHON PATENT GROUP, INC.**

I, Francis Knuettel, II, hereby certify that I am the Chief Financial Officer of Marathon Patent Group, Inc. (the “**Company**”), a corporation organized and existing under the Nevada Revised Statutes (the “**NRS**”), and further do hereby certify:

1. The name of the Company is Marathon Patent Group, Inc.

2. A Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the 0% Series E Convertible Preferred Stock of the Corporation (the “**Certificate of Designation**”) was filed with the Secretary of State for the State of Nevada on November 30, 2017, and the Certificate of Designation requires correction as permitted by Section 78 of the NRS.

3. The inaccuracy or defect of the Certificate of Designation is that the said Certificate of Designation incorrectly stated the amount of Liquidation Funds (as defined in the Certificate of Designation) to be distributed to the holders of the Series E Convertible Preferred Stock of the Corporation (the “**Preferred Shares**”) in the event of a Liquidation Event (as defined in the Certificate of Designation).

4. The Certificate of Designation is corrected by replacing Section 10 in its entirety with the following:

10. Liquidation, Dissolution, Winding-Up. In the event of a Liquidation Event, the Holders shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its shareholders (the “**Liquidation Funds**”), before any amount shall be paid to the holders of any of shares of Junior Stock, an amount per Preferred Share equal to the amount per share such Holder would receive if such Holder converted such Preferred Shares into Common Stock immediately prior to the date of such payment; provided, however, that, if the Liquidation Funds are insufficient to pay the full amount due to the Holders and holders of shares of Parity Stock, then each Holder and each holder of Parity Stock shall receive a percentage of the Liquidation Funds equal to the full amount of Liquidation Funds payable to such Holder and such holder of Parity Stock as a liquidation preference, in accordance with their respective certificate of designation (or equivalent), as a percentage of the full amount of Liquidation Funds payable to all holders of Preferred Shares and all holders of shares of Parity Stock. To the extent necessary, the Company shall cause such actions to be taken by each of its Subsidiaries so as to enable, to the maximum extent permitted by law, the proceeds of a Liquidation Event to be distributed to the Holders in accordance with this Section 10. All the preferential amounts to be paid to the Holders under this Section 10 shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any Liquidation Funds of the Company to the holders of shares of Junior Stock in connection with a Liquidation Event as to which this Section 10 applies

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction of Certificate of Designation of Series E Convertible Preferred Stock of the Corporation to be signed by its Chief Financial Officer on this 20th day of December, 2017.

MARATHON PATENT GROUP, INC.

By: /s/ Francis Knuettel, II

Name: Francis Knuettel, II

Title: Chief Financial Officer
