
**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): July 10, 2018

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or other jurisdiction
of incorporation)

001-36555

(Commission
File Number)

01-0949984

(IRS Employer
Identification No.)

**1180 N. Town Center Drive, Suite 100
Las Vegas, NV**

(Address of principal executive offices)

89144

(Zip Code)

Registrant's telephone number, including area code: (800) 804-1690

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

**11601 Wilshire Blvd., Ste. 380
Los Angeles, CA 90025**

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 10, 2018, Marathon Patent Group, Inc. (the “**Company**”) received a written notification (the “**Notice**”) from the NASDAQ Stock Market LLC (“**Nasdaq**”) indicating that based upon the Company’s Form 8-K filed on June 29, 2018, as a result of the resignations of Edward Kovalik and Christopher Robichaud from the Company’s board of directors (the “**Board**”) effective June 28, 2018, the Company no longer complies with Nasdaq’s Listing Rules 5605(b)(1) and 5605(c)(2) (the “**Rules**”) for continued listing.

Under the Rules, the Company has 45 calendar days as of the date of the Notice (the “**Due Date**”) to submit a plan to regain compliance, and if Nasdaq accepts the Company’s plan, Nasdaq can grant an exception of up to 180 calendar days from the fiscal year end, or until January 7, 2019, to regain compliance. In determining whether to accept the Company’s plan, Nasdaq will consider such things as biographical information related to potential candidates, if any, being considered for appointment to the Board and the audit committee. The Company plans to regain compliance through appointment of two new independent directors. While the plan is pending, the Company’s securities will continue to trade on Nasdaq.

In a related matter, Nasdaq has notified the Company that it no longer complies with Nasdaq’s compensation committee requirement as set forth in Listing Rule 5605(d)(2). However, consistent with Listing Rule 5605(d)(4), Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company’s next annual shareholders’ meeting or June 28, 2019; or
- if the next annual shareholders’ meeting is held before December 26, 2018, then the Company must evidence compliance no later than December 26, 2018.

The Company must submit to Nasdaq documentation, including biographies of any new directors, evidencing compliance with Rule 5605(d)(2) no later than the date set forth above. If the Company does not regain compliance by such date, Nasdaq Rules will provide written notification to the Company that its securities will be delisted. The Company intends to submit a plan to regain compliance within the 45-day required period and believes that it will be able to maintain its listing.

ITEM 7.01 Regulation FD Disclosure.

On July 13, 2018, the Company issued a press release announcing its receipt of the Notice from Nasdaq and its plans to regain compliance with the Rules.

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.

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.

Exhibit	Description
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Number	Description
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99.1	<u>Marathon Patent Group, Inc., Press Release dated July 13, 2018</u>
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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: July 13, 2018

MARATHON PATENT GROUP, INC.

By: /s/ Merrick D. Okamoto

Name: Merrick D. Okamoto

Title: Interim Chief Executive Officer and Chairman

Marathon Patent Group Receives Deficiency Letter from NASDAQ Related to Two Director Resignations and Announces Plans to Regain Compliance

LOS ANGELES, July 13, 2018, 2018 (GLOBE NEWSWIRE) — Marathon Patent Group, Inc. (Nasdaq:MARA) (“Marathon” or the “Company”), today announced that on July 10, 2018, it was notified by the NASDAQ Stock Market that it no longer complies with the independent director and audit committee requirements of Listing Rules 5605(b)(1) and 5605(c)(2). The Company plans to regain compliance through appointment of two new independent directors. In the interim, the Company’s common stock will continue to trade on NASDAQ.

The Company has 45 calendar days to submit a plan to regain compliance, and if Nasdaq accepts the Company’s plan, Nasdaq can grant an exception of up to 180 calendar days from the fiscal year end, or until January 7, 2019, to regain compliance.

Nasdaq has also notified the Company that it no longer complies with Nasdaq’s compensation committee requirement as set forth in Listing Rule 5605(d)(2) and will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company’s next annual shareholders’ meeting or June 28, 2019; or
- if the next annual shareholders’ meeting is held before December 26, 2018, then the Company must evidence compliance no later than December 26, 2018.

Merrick Okamoto, Marathon’s Chairman and CEO stated, “As announced previously, we have already commenced a search for replacement independent directors and look forward to announcing them upon the positions being filled.”

Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described under "Risk Factors" in Item 1A of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2017. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See "Safe Harbor" below.

Forward-Looking Statements

Statements made in this press release include 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 can be identified by the use of words such as “may,” “will,” “plan,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate, and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading “Risk Factors” in the Company’s Annual Reports on Form 10-K, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

CONTACT INFORMATION

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