

**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 9, 2021

MARATHON DIGITAL HOLDINGS, 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 North Town Center Drive, Suite 100 Las Vegas, NV | | 89144 |
| (Address of principal executive offices) | | (Zip Code) |

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

(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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|-------------------------------------------|
| Common Stock | MARA | The Nasdaq Capital Market |

FORWARD-LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the Filings the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward-looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. 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.

Although Registrant believes that the expectations reflected in the forward-looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 7.01 Regulation FD Disclosure

On September 9 2021, Marathon Digital Holdings, Inc. (the "Company") posted its September 2021 IR Presentation on its website at : https://d1io3yog0oux5.cloudfront.net/_f4d0573e19b23f7d349a79a98fa17bc0/marathondh/db/212/3886/pdf/2021+September+MARA+IR+Presentation+Final.pdf.

ITEM 9.01 Exhibit

Exhibit 99.1 [September 2021 IR Presentation](#)

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 9, 2021

MARATHON DIGITAL HOLDINGS, INC.

By: /s/ Sim Salzman

Name: Sim Salzman

Title: Chief Financial Officer



Marathon At-a-Glance

Building one of the largest & most agile enterprise Bitcoin mining operations in North America by...

AGGRESSIVELY INCREASING MARATHON'S HASH RATE (probability of earning bitcoin)

+7,122% from 0.18 EH/s in Jan. 2021 to **13.3 EH/s** in **Mid 2022**

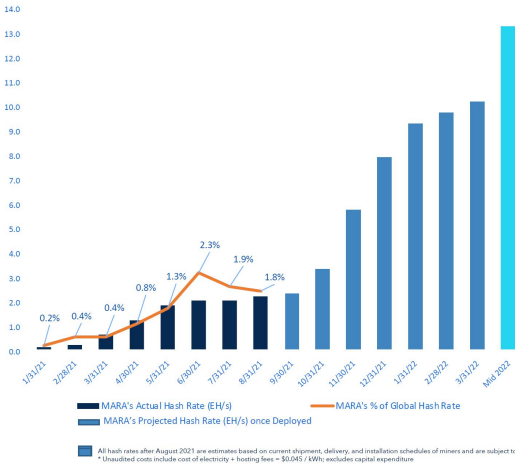
OPTIMIZING BITCOIN PRODUCTION COSTS

Blended mining costs of **\$5,612 / BTC***

MITIGATING RISKS & INCREASING OPTIONALITY

Investing in **miners not infrastructure**

Hash Rate Growth



Aggressively Scaling Mining Operations To Drive Value

As of September 1, 2021...

133,000 miners purchased
1,758 BTC mined YTD
6,695 BTC held YTD

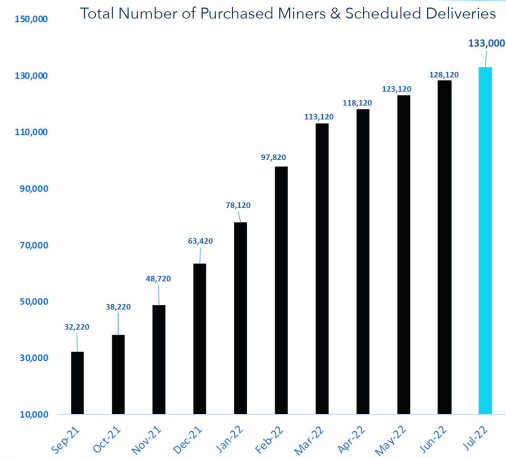
If all miners were deployed today & bitcoin's price was \$45,000...*

11% of the global = 87 BTC / day
bitcoin hash rate

70% carbon neutral mining operations

Revenues = \$119.1 million / month, or \$1.43 billion / year

Non-GAAP income from operations* = \$102.4 million / month,
or \$1.23 billion / year



*Estimates are based on total network's hash rate as of September 1, 2021 and are not a guarantee of future results. All estimates include 90% efficiency of mining operations.
*Non-GAAP income from operations excludes the impact of depreciation and amortization of fixed assets, impairment losses on mined cryptocurrency, server maintenance contract amortization, and stock compensation expense and does not include the change in fair value of the Company's investment fund, which purchased 6,812.66 BTC for approximately \$150 million in January 2021.

The Marathon Difference

- Scale:** Growing hash rate 536% from 2.09 EH/s Q2 2021 to 13.3 EH/s by mid 2022
- Profitable:** Paying \$0.045 / kWh for electricity + hosting & producing BTC for \$5,612 / BTC;¹ margins of c. 85% upon full deployment
- Agile:** Investing in miners rather than infrastructure; Model provides agility & focuses on maximizing return on assets
- Capital Efficient:** By end of 2022, potential for return on assets of 2.24x (\$2.24 in profit for every \$1 spent on assets)²
- Well Capitalized:** \$70.9 million in cash & 6,695 BTC → \$387.3 million in total liquidity;³ consistent access to capital in capital intensive industry with \$0 long-term debt
- Quality Relationships:** With industry leaders enable low energy costs, consistent access to miners, & ample expansion opportunities

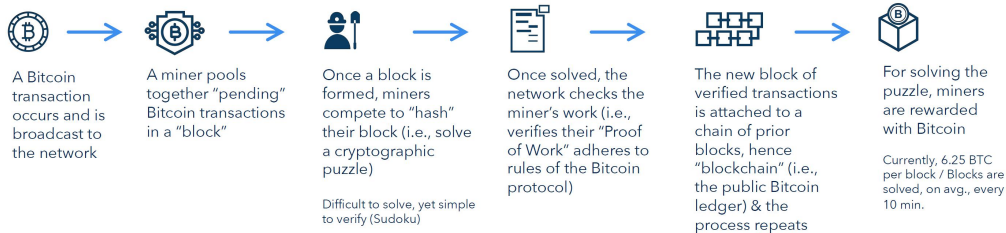
1. As of Q2 2021
2. Return on Assets = (2022 Potential Net Income / Total Avg. Assets at Year End 2022 = 2021 / 2)
3. As of September 1, 2021

Mining - The Engine that Fuels the Bitcoin Ecosystem

Mining - A system that adds transactions & provides security to the Bitcoin blockchain; How new bitcoins enter the market

A Miner - a computer designed to solve a mathematical algorithm (i.e., the Bitcoin code)

How it works



Finite Supply & Fixed Rewards

21,000,000 BTC mined by 2140

Today

1 block every 10 min.
6.25 BTC / block
=
900 BTC / day

3.9% held by "ETFs"

1.0% held by public companies

Mining pools in "co-opetition"

1. ANTPPOOL +21 EH/s
2. ViaBTC +17 EH/s
3. Poolin +16 EH/s
4. f2pool +12 EH/s
5. BINANCE +11 EH/s
6. foundry +11 EH/s
7. BTC.com +10 EH/s
8. Unknown +9 EH/s
9. SLUSHPOOL +6 EH/s
10. - 14 MARAPOOL +2 EH/s



Carbon neutral mining

Audited by a leading, third-party audit firm based in the U.S.

Exclusive access to services provided by



13.3 EH/s from just Marathon's miners at full deployment in mid 2022

Sources: <https://www.bloomberg.com/news/articles/2022-03-02/bitcoin-mining-pools-are-losing-to-a-new-rival> <https://www.btc.com/en/insights/pools>



The Bitcoin Ecosystem Has Gone Mainstream

| INFORMATION | CUSTODY | MINING |
|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Bitcoin Optech BITNODES BLOCKCHAIN Coin Dance Blockstream | BitcoinCore xapo ARMORY Casa NYDIG COLDCARD OPENDIME GreenAddress | MARATHON DIGITAL HOLDINGS HUT8 BITMAIN BITFURY CORE SCIENTIFIC Canaan EBANG IOT W SLUSH POOL HIVE |
| NODES | DEVELOPMENT | Exchanges |
| Lightning Farm dojo bitseed onodl Casa Lightning in a Box RASPI BLITZ | timestamps Blockstream CL bitco.in lightning waleet rsk ACING ZeroNet | eatonex BINANCE coinbase Cash App GEMINI POLONIEX BITFINEX robinhood KRAKEN |
| ADOPTION | PAYMENTS | PRIVACY |
| FASTBITCOINS FOLD Purse Bitrefill OpenBazaar lolli bylls honeyminer | strike opennode AZTE.CO bitpay VISA Square BICPAY Blockstream PayPal venmo | Bob Wallet REVEALER Tails WASABI WALLET |

Adoption is Accelerating



Traditional Payment Processing & FinTech taking BTC mainstream



Partner to offer BTC trading via mobile apps to 650 banks & credit unions



Listed on Nasdaq at \$85.8 billion



Enabling buying, selling, & trading



Offering crypto-friendly payment services

Institutional investors, banks, & countries are coming on board

Marathon Shareholders



Morgan Stanley

J.P.Morgan

"I like bitcoin even more now than I did then. I think we are in the first inning of bitcoin, and it's got a long way to go."
- Paul Tudor Jones, October 2020

2021: El Salvador makes Bitcoin legal tender



Source: Statista, "Global Cryptocurrency Market Size from 2018 to 2021, by Region and Forecast to 2025", Statista Research Team, 2021. The Global Fintech Market Size from 2018 to 2021, by Region and Forecast to 2025, Statista Research Team, 2021. Coinbase, "Coinbase Announces Partnership with 650 Banks and Credit Unions to Offer Bitcoin Trading", 2021. PayPal, "PayPal Announces Bitcoin Integration", 2021. Cash App, "Cash App Adds Bitcoin Support", 2021. Venmo, "Venmo Adds Bitcoin Support", 2021. Robinhood, "Robinhood Adds Bitcoin Support", 2021. Visa, "Visa Announces Bitcoin Support", 2021. Mastercard, "Mastercard Announces Bitcoin Support", 2021. BlackRock, "BlackRock Announces Bitcoin Support", 2021. Vanguard, "Vanguard Announces Bitcoin Support", 2021. Fidelity, "Fidelity Announces Bitcoin Support", 2021. Goldman Sachs, "Goldman Sachs Announces Bitcoin Support", 2021. Morgan Stanley, "Morgan Stanley Announces Bitcoin Support", 2021. J.P.Morgan, "J.P.Morgan Announces Bitcoin Support", 2021. Paul Tudor Jones, "Paul Tudor Jones on Bitcoin", 2020. El Salvador, "El Salvador Announces Bitcoin as Legal Tender", 2021.

The Path to Profitable Mining



Power (hash rate)

More powerful miners → increased power (hash rate)

Increased power → higher probability of earning BTC



Costs of Production

Lower costs → higher profits in bull markets & survivability in bear markets

Annual Mining Profitability

$$= \left[\left(\frac{\text{Marathon's hash rate}}{\text{Network hash rate}} \right) \times \left(\text{Price of BTC} \right) \times \left(\frac{6.25}{\text{block reward}} \right) \times \left(\frac{52,560}{\text{blocks/year}} \right) \right] - \left[\left(\text{Price of miners} \right) + \left(\text{Costs of electricity \& hosting} \right) + \left(\text{Marathon's corporate expenses*} \right) \right]$$

Marathon Controls

- Its hash rate
- Cost of electricity & hosting
- Corporate expenses

Marathon Doesn't Control

- Network hash rate
- Price of BTC
- Block reward & # of blocks/year
- Price of miners

* Rent, employees, public company expense, etc.

Typical Mining Business Models

Most miners...



Contract for power



Own hosting facilities



Buy & operate miners

Building Infrastructure

- Invest \$30M to build a 100 MW facility
- \$30M facility = ~28,570 S19 Pro @ 110 TH (total 3.14 EH)
- 19.5 BTC/day @ \$30,000 = \$585,212 in rev / day @ cost of \$112,318
- Operating cost savings of \$0.0032/kWh → **\$7,680 / day** in additional profit
- Return on \$30M invested capital = **9.3%** annually

The Marathon Method

Focuses on Return on Assets



Growth Strategy: Invest in miners rather than infrastructure

Agility = Resilience

Contract for power



Pay for hosting facilities



Buy & operate miners



Buying Miners

- Invest \$30M to purchase miners
- \$30M = 6,000 S19 Pro @110 TH (total of 0.66 EH)
- Incremental 4.1 BTC / day @ 145 EH global hash rate & \$30,000 / BTC
- \$123,000 incremental revenue / day @ incremental cost of \$25,200 / day for hosting + power resulting in Incremental profit
- **\$97,800 / day - \$7,680 cost difference = \$90,120**
- **Return on \$30M invested capital= 109% annually**

Advantages

Flexible structure to mitigate price declines & regulatory changes
Ability to capitalize on new power deals & innovations incl. renewables
Higher returns on invested capital

Our Mining Operations

South Dakota Hosted by **COMPUTENORTH**

Marathon's original mining facility

- +2,000 miners (0.2 EH/s)
- Operational as of Q3 2020

Montana Powered by **BEOWULF**

A stable supply of low-cost electricity

- +30,000 S19 miners (3.3 EH/s)
- Economic stimulus to local Native American community
- Owns 6 million shares in Marathon (skin-in-the-game)

Texas Hosted by **COMPUTENORTH**

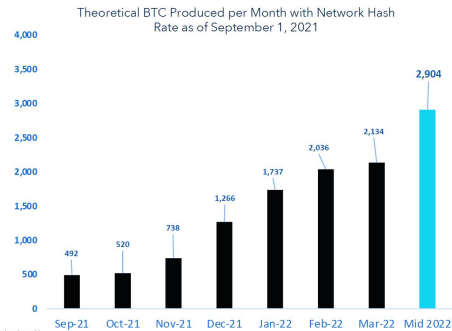
Access to infrastructure with no cap ex & foundation for carbon neutrality

- +73,000 S19 miners (7.0 EH/s)
- Access to 300 MW facility with no capital expenditure
- 100% carbon neutral mining operations from renewable energy sources
- Opportunities for expansion w/ favorable terms

BITMAIN Industry leading performance, accelerated timelines, & competitive pricing

To date:

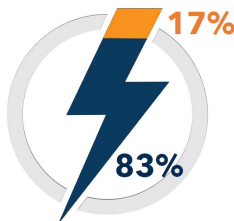
Purchased c. 130,000 S19 miners → Premier customer status
Blended cost paid per TH = \$27.11



Theoretical BTC Production: (MABA's potential hash rate at start of month) / (120 EH/s) = MABA's % of global hash rate: (MABA's % of global hash rate) * (900 BTC/day) * (30.5 days/month)

ESG in Action

Global Electricity Production



Bitcoin as a % of Consumed Electricity



○ Unused (TWWh)

● Consumed (TWWh)

○ BTC (TWWh)

● Remaining Unused (TWWh)

Marathon's Focus

By the end of Q1 2022...

70% carbon neutral mining operations

By the end of FY 2022...

100% carbon neutral mining operations

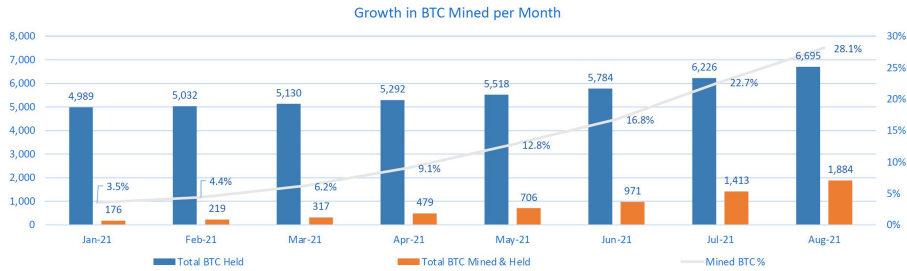
Hardin, MT: Revitalized dormant power plant providing economic stimulus to local Native American tribe

Increasing BTC Production & "HODLing"

As of September 1, 2021

- Avg. BTC mining cost: \$5,612 / BTC*
- BTC mined & held to date: 1,758 BTC
- Total BTC holdings: 6,695 BTC

22,412 miners deployed generating
2.3 EH/s (up 1,119% YTD)



* Unaudited costs include cost of electricity + hosting fees = \$0.045 / kWh; excludes capital expenditure
Note: Marathon began "holding" mined BTC in October 2020

Recent Company Highlights

Estimates as of September 1, 2021

\$70.9 million in cash

\$387.3 million in cash + BTC holdings

22,412 miners installed → 2.3 EH/s

469.6 BTC mined in August

1,757.9 BTC mined in 2021

\$5,612 to produce each BTC¹

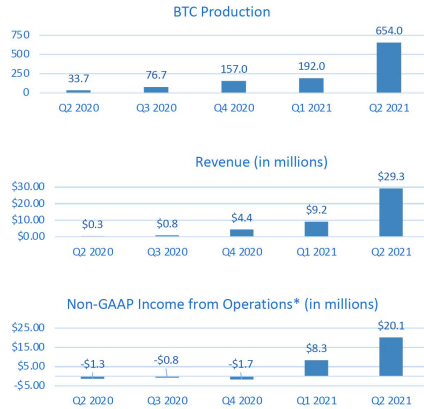
As of Sept. 3, 2021 ²

| Ticker Symbol | MARA |
|-----------------------------|---------|
| Share Price | \$43.41 |
| Market Cap | \$4.5 B |
| Shares Issued & Outstanding | 99.5 M |
| Avg. Daily Trading Volume | 9.8 M |

1. Unaudited costs include cost of electricity + hosting fees = \$0.045 / kWh; excludes capital expenditure

2. Sources: Yahoo Finance & Bitcoin Production Update 2021

Q2 2021 Financials



* Non-GAAP income from operations excludes the impact of depreciation and amortization of fixed assets, impairment losses on mined cryptocurrencies, senior maintenance contract amortization, and stock compensation expense and does not include the change in fair value of the Company's investment fund, which purchased 4,812,687 BTC for approximately \$150 million in January 2021.

Summary Balance Sheet

| \$ Millions | June 30, 2021 | March 31, 2021 | Dec. 31, 2020 |
|-------------------------------------|---------------|----------------|---------------|
| Cash & cash equivalents | \$170.6 | \$211.9 | \$141.3 |
| Digital currencies | 29.0 | 10.7 | 2.3 |
| Deposits | 121.6 | 128.9 | 65.6 |
| Investment Fund | 166.9 | 281.8 | 0.0 |
| Total current assets | 491.7 | 635.9 | 286.4 |
| Total non-current assets | 92.2 | 50.8 | 26.8 |
| Total assets | 583.9 | 686.7 | 313.2 |
| Accounts payable | \$2.6 | \$1.0 | \$1.0 |
| Total current liabilities | 3.3 | 2.9 | 1.4 |
| Total long-term liabilities | 0.0 | 0.0 | 0.1 |
| Total stockholders' equity | 580.5 | 683.7 | 311.7 |
| Total liabilities and equity | 583.9 | 686.7 | 313.2 |

Investment Thesis

- Scale:** Growing hash rate +7,122% from 0.18 EH/s in Jan. 2021 to 13.3 EH/s in Mid 2022
- Profitable:** BTC production costs = \$5,612 / BTC, paying \$0.045 / kWh¹; margins of c. 85% upon full deployment
- Agile:** Investing in miners rather than infrastructure → flexible business model with ability to adapt to changes regulations, power requirements, etc.
- Capital Efficient:** Potential for return on assets of 2.24x (\$2.24 in profit for every \$1 spent on assets) by end of 2022²
- Well Capitalized:** \$70.9 million in cash & 6,695 BTC → \$387.3 million in total liquidity; consistent access to capital in capital intensive industry with \$0 long-term debt³
- Quality Relationships:** With industry leaders enable low energy costs, consistent access to miners, & ample expansion opportunities
- Lean Corporate Structure:** \$4.2 million in revenue / employee in Q2 2021

¹ As of Q2 2021, includes costs of electricity & housing
² Return on Assets = (Q221 Potential Net Income / Total Avg. Assets on Year End 2022 + 2021) / 2
³ As of September 1, 2021

Contact Us

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 Tel: 800-804-1690
info@marathondh.com

Investor Relations

Charlie Schumacher
 Telephone: 800-804-1690
 Email: charlie@marathondh.com

Appendix



Safe Harbor Statement

Statements made in this presentation 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, as amended. 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.









DISCLAIMER

This presentation is not intended to be and should not be considered as forward-looking statements by the Company. It is impossible to forecast what the price of bitcoin or the hash rate difficulty will be on any specific date, including during 2022, when all the Company's miners are expected to be deployed. This presentation is for illustrative purposes only to provide the reader with an estimate of the Company's potential gross revenue, mining power and hosting costs, which might be attained if all miners were deployed as of a specific date and with certain parameters used, as set forth below. The parameters used were total hash rate of 13.3 EH/s, bitcoin price of \$45,000, blended power costs and hosting fees of \$0.045/kWh including CAPEX.








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, 2020. 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. Lastly, with the current worldwide situation caused by COVID-19, there can be no assurances as to when we may see any long-term sustained recovery in the bitcoin market, and if so, whether any recovery might be significant.

Leadership Team

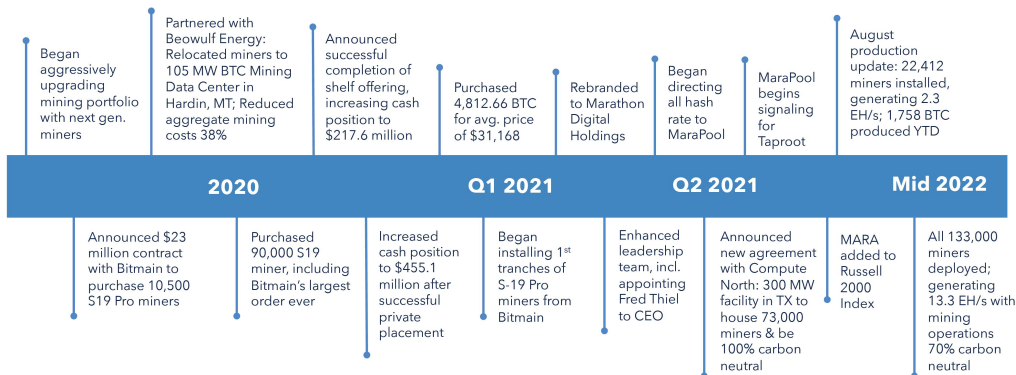
| | | | |
|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
|  Fred Thiel Chief Executive Officer |  Jolie Kahn Legal Counsel |  Jim Crawford Chief Operating Officer |  Peter Benz VP of Corporate Development |
|  Sim Salzman Chief Financial Officer |  Will Beam Controller |  Charlie Schumacher Director of Corporate Communications |  Judy Clayton Exec. Admin Assistant |

Board of Directors

| | | | |
|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|  Merrick Okamoto Executive Chairman |  Georges Antoun Independent Director |  Said Ouissal Independent Director |  Kevin DeNuccio Director |
|  Jay Leupp Independent Director |  Sarita James Independent Director |  Fred Thiel | |



History of Expansion & Growth



Bitcoin & Traditional Assets ROI

as of September 1, 2021

| | Bitcoin | Gold | S&P 500 |
|----------|-----------|------|---------|
| 1 year: | +310% | -6% | +28% |
| 2 year: | +402% | +17% | +56% |
| 3 year: | +579% | +50% | +56% |
| 4 year: | +892% | +37% | +83% |
| 5 year: | +8,435% | +36% | +108% |
| 6 year: | +21,387% | +59% | +136% |
| 7 year: | +10,130% | +43% | +126% |
| 8 year: | +33,338% | +30% | +176% |
| 9 year: | +488,094% | +7% | +222% |
| 10 year: | +595,259% | +0% | +276% |

Sources: <https://www.coinmarketcap.com/price/bitcoin> <https://www.gold.org/price> <https://www.spglobal.com/commodities/indices>

Glossary of Relevant Terminology



Bitcoin (BTC) - a type of digital currency in which a record of transactions is maintained and new units of currency are generated by the computational solution of mathematical problems, and which operates independently of a central bank; a unit of bitcoin



Blockchain - a system in which a record of transactions made in bitcoin or another cryptocurrency are maintained across several computers that are linked in a peer-to-peer network



Block - a file that contains a "permanent" record of transactions



Mining (BTC) - the processing of transactions in the digital currency system, in which the records of current Bitcoin transactions, known as a blocks, are added to the record of past transactions, known as the block chain



Hash Rate - The Measure of a Miners Performance - # of calculations a miner can perform in 1 second as it works to solve the BTC code



Block Reward - The amount of BTC "awarded/earned" for successfully mining/verifying a block

Average # of BTC mined each day =

$$\begin{aligned} &(\text{Block Reward}) \\ &\times \\ &(6x/\text{hr}) \\ &\times \\ &(24 \text{ hrs}/\text{day}) \end{aligned}$$

As of May 11, 2020:

$$\begin{aligned} &(6.25 \text{ BTC}/\text{Block}) \times \\ &(6x/\text{hr}) \times (24 \text{ hrs}/\text{day}) \\ &= \end{aligned}$$

900 BTC per day on avg.