## FORM 4

(Print or Type Responses)

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
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per response	0.5

Security:

Direct (D)

or Indirect

(Instr. 4)

D

D

(Instr. 4)

Owned

Amount

Number

of Shares

Common 500,000 \$ 18.15

166,800 \$ 18.15

Following

Reported

(Instr. 4)

Transaction(s) (I)

500,000

333,200

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person - Thiel Frederick G					Issuer Name and Ticker or Trading Symbol     MARATHON DIGITAL HOLDINGS, INC. [MARA]						Relationship of Reporting Person(s) to Issuer     (Check all applicable)     X Director				
(Last) (First) (Middle) C/O MARATHON DIGITAL HOLDINGS, INC., 1180 N. TOWN CENTER DRIVE, SUITE 100				Date of Earliest Transaction (Month/Day/Year)     04/25/2022						X Officer (give title below) Other (specify below)  CEO					
(Street) 4. If Amendr LAS VEGAS,, NV 89144					f Amendment, Date Original Filed (Month/Day/Year)					6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(Cit	y)	(State)	(Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(Instr. 3)		2. Transaction Date (Month/Day/Yea	,		(Instr. 8)	tion 4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	Owned Following Reported Transaction(s)			Ownership of Form:	Beneficial		
					Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)			` '	Ownership (Instr. 4)	
Common	Stock		04/25/2022			С		88,201 (3) (5)	Α	\$ 18.15	186,675			D	
Reminder:	Report on a	separate line for ea	ach class of securitie	s beneficiall	y owned o	1	Perso form	ons who re	uired	to respo	collection of info				474 (9-02)
			Table II			es Acquired arrants, opti					Owned				
Security	tle of 2. 3. Transaction Date Securities Acquired (Month/Day/Year) 3. Transaction Execution Date, if Transaction Code Code Acquired (A) or		e Securities (A) or	6. Date Exercisable and Expiration Date Under			e and Amount of rlying Securities 3 and 4)	Derivative Security	9. Number of Derivative Securities Beneficially	Owners Form of	11. Nature of Indirect Beneficial ve Ownership				

Date

(D)

166,800

Exercisable

(2)(4)

(2)(4)

Expiration

(2)

(2)

Date

Title

Common

(Instr. 3, 4, and 5)

(A)

166,800

### **Reporting Owners**

\$0

\$ 0 (1)

04/25/2022

04/25/2022(2)

Derivative

Security

**RSUs** 

**RSUs** 

Borrowtian Common Marroy (Addison	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Thiel Frederick G C/O MARATHON DIGITAL HOLDINGS, INC. 1180 N. TOWN CENTER DRIVE, SUITE 100 LAS VEGAS,, NV 89144	Х		CEO				

#### **Signatures**

/s/ Fred Thiel	05/18/2022
Signature of Reporting Person	Date

# **Explanation of Responses:**

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Α

D

(1) Vested restricted stock units ("RSUs") granted under the Marathon Patent Group, Inc. 2018 Equity Incentive Plan (the "Plan") convert into shares of the Issuer's Common Stock on a one-for-one basis upon settlement by the Issuer in accordance with the procedures of the Plan.

On the date in column 3, in connection with the Reporting Person's service as a director of the Corporation, the Reporting Person was granted an award as stated in those rows denoted as "D" in column 4.166,800 RSUs were issued and automatically vested on 4/25/22 bringing total RSUs acquired from 500,000 to 333,200.

- (3) Represents the total direct and indirect beneficial ownership of the security held by the Reporting Person immediately following the issuance reported by this Form 4.
- (4) Immediate vesting.
- (5) Amount in column (4) is net of shares sold for tax purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.