FORM 4

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

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

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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

(Print or Type Responses)										
1. Name and Address of Reporting Perso Ouissal Said	2. Issuer Name and Ticker or Trading Symbol MARATHON DIGITAL HOLDINGS, INC. [MARA]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) C/O MARATHON DIGITAL HOLD INC., 1180 N. TOWN CENTER D 100	3. Date of Earliest Transaction (Month/Day/Year) 04/18/2022						Officer (give title below)Other (specify below)			
(Street) LAS VEGAS,, NV 89144	4. If Amendment, Date Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(D)	Price		(Instr. 4)	
Common Stock	04/18/2022		С		1,940 <u>(4) (5)</u>	A	\$ 20.9	8,061	D	
Common Stock	04/25/2022		С		6,846 (4) (5)	A	\$ 18.15	14,907	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
Security	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion	Derivative		and Expiration Date (Month/Day/Year)		of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned	Ownership Form of Derivative	Beneficial
				Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s)	or Indirect (I) (Instr. 4)	
RSUs	\$ 20.9 <mark>(1)</mark>	04/18/2022		D			3,580	<u>(2)(4)</u>	<u>(2)</u>	Common	3,580	\$ 20.9	0	D	
RSUs	\$ 18.15	04/25/2022		А		12,632		<u>(3)(4)</u>	<u>(2)</u>	Common	12,632	\$ 18.15	0	D	
RSUs	\$ 18.15 (<u>1)</u>	04/25/2022		D			12,632	<u>(2)(4)</u>	<u>(2)</u>	Common	12,632	\$ 18.15	0	D	

Reporting Owners

Depending Owney Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Ouissal Said C/O MARATHON DIGITAL HOLDINGS, INC. 1180 N. TOWN CENTER DRIVE, SUITE 100 LAS VEGAS,, NV 89144	x						

Signatures

/s/ Said Ouissal	05/18/2022	
-Signature of Reporting Person	Date	

Explanation of Responses:

- * 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).
- (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.
- (2) 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 "A" in column 4, which immediately vested in those rows denoted as "D" in column 4.
- (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.