

**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): January 16, 2024

**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.)
101 NE Third Avenue, Suite 1200 Fort Lauderdale, FL (Address of principal executive offices)		33301 (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

## ITEM 7.01 Regulation FD Disclosure

On January 16, 2024, Marathon Digital Holdings, Inc., a Nevada corporation (the “Company”) issued a press release announcing the successful closing of the purchase of 100% of the issued and outstanding equity interests (the “Transaction”) of GC Data Center Equity Holdings, LLC, a Delaware limited liability company, by MARA USA Corporation, a Delaware corporation and wholly owned subsidiary of the Company. The Transaction was consummated in accordance with the terms and conditions of the previously announced Purchase and Sale Agreement, dated as of December 15, 2023.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 and in Exhibit 99.1 to this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

## ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	<a href="#">Press Release of Marathon Digital Holdings, Inc., dated as of January 16, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: January 16, 2024

MARATHON DIGITAL HOLDINGS, INC.

By: /s/ Zabi Nowaid

Name: Zabi Nowaid

Title: General Counsel

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### Marathon Digital Holdings Announces the Closing of its Acquisition of Bitcoin Mining Sites

Fort Lauderdale, FL – January 16, 2024 – **Marathon Digital Holdings, Inc.** (NASDAQ:**MARA**) (“Marathon” or “Company”), a leader in supporting and securing the Bitcoin ecosystem, has closed its previously announced acquisition of two operational Bitcoin mining sites, totaling 390 megawatts of operational capacity, from Generate Capital.

“With the closing of this acquisition, we have officially made the transition to a more sophisticated organization with a diversified portfolio of Bitcoin mining assets,” said Fred Thiel, Marathon’s chairman and CEO. “Our mining portfolio now consists of approximately 910 megawatts of capacity, 45% of which resides on sites we directly own, and 55% of which is hosted by third parties. We look forward to integrating these assets into our portfolio, where we can leverage our cutting-edge technologies to improve efficiencies, and, over the next 18-24 months, scaling our operations to 50 exahashes of capacity.”

Salman Khan, Marathon’s chief financial officer, added, “This transaction was made possible by Marathon’s ability to act opportunistically and decisively, as well as by the strong balance sheet we have built over the past year. We look forward to realizing the synergies from this transaction, including the anticipated reduction in our bitcoin production costs, as we begin incorporating these new assets into our operations.”

David Hirsch, Principal at Generate Capital, commented, “This transaction demonstrates Generate’s strong operational capabilities, and we are excited for Marathon to take over stewardship of the Kearney and Granbury data centers, which are some of the most efficient data centers and largest controllable load resource assets in the North America. Marathon is well placed to fully realize the potential of these assets for their stakeholders.”

Additional information about this transaction can be found in the following resources, all of which are available on the Company’s [investor relations website](#).

- [December 2023 Business Update](#), dated December 19, 2023
    - o [Press Release](#)
    - o [Frequently Asked Questions \(FAQ\)](#)
    - o [Webcast](#)
    - o [Presentation](#)
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## 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, 2022, filed with the SEC on March 16, 2023. 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. Future changes in the network-wide mining difficulty rate or Bitcoin hash rate may also materially affect the future performance of Marathon’s production of bitcoin. Additionally, all discussions of financial metrics assume mining difficulty rates as of January 2024. See “Forward-Looking Statements” 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.

## About Marathon Digital Holdings

Marathon is a digital asset technology company that focuses on supporting and securing the Bitcoin ecosystem. The Company is currently in the process of becoming one of the largest and most sustainably powered Bitcoin mining operations in North America.

For more information, visit [www.mara.com](http://www.mara.com), or follow us on:

Twitter: [@MarathonDH](https://twitter.com/MarathonDH)

LinkedIn: [www.linkedin.com/company/marathon-digital-holdings](https://www.linkedin.com/company/marathon-digital-holdings)

Facebook: [www.facebook.com/MarathonDigitalHoldings](https://www.facebook.com/MarathonDigitalHoldings)

Instagram: [@marathondigitalholdings](https://www.instagram.com/marathondigitalholdings)

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## Marathon Digital Holdings Media Contact:

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