

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Quissal Said</u> _____ (Last) (First) (Middle) C/O MARATHON DIGITAL HOLDINGS, INC. 101 NE THIRD AVENUE, SUITE 1200 _____ (Street) FORT LAUDERDALE FL 33301 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARATHON DIGITAL HOLDINGS, INC. [ MARA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/02/2024	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2024		A		62,317 <sup>(1)</sup>	A	\$0.00	72,534 <sup>(2)</sup>	D	
Common Stock	01/31/2024		S		31,158 <sup>(3)</sup>	D	\$0.00	41,376 <sup>(4)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Reflects a grant of restricted stock units ("RSUs") made to the Reporting Person under the Issuer's 2018 Equity Incentive Plan. The RSUs vested in full on January 31, 2024 (the "Grant Date"). Each RSU represents a contingent right to receive one share of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"). The number of RSUs is equal to \$850,000 divided by the average closing price over the prior 100 consecutive trading days as determined on the Grant Date.
2. The original Form 4 inadvertently misreported this number as 52,100 shares due to an administrative error. This amended Form 4 is being filed to revise the number of shares beneficially owned by the Reporting Person following the RSU grant and issuance of Common Stock reported by this Form 4.
3. Reflects shares of Common Stock withheld by the Issuer to cover the Reporting Person's tax liability in connection with the vesting of RSUs reported herein.
4. The original Form 4 inadvertently misreported this number as 20,492 shares due to an administrative error. This amended Form 4 is being filed to revise the number of shares beneficially owned by the Reporting Person following the RSU grant and issuance of Common Stock reported by this Form 4.

/s/ Zabi Nowaid, Attorney-in-Fact for Said Ouissal 02/06/2024

\*\* Signature of Reporting Person Date

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

\* 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).

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

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