

**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): April 1, 2024

MARATHON DIGITAL HOLDINGS, INC.
(Exact name of Registrant as Specified in Its 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 33301
(Address of principal executive offices and zip code)

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

Not Applicable
(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))

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

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On April 1, 2024, the Board of Directors (the “Board”) of Marathon Digital Holdings, Inc. (the “Company”), acting pursuant to the authority granted under the Company’s amended and restated bylaws, appointed Vicki Mealer-Burke to serve as a Class III director. As a result, Ms. Mealer-Burke will serve as a member of the Board until the Company’s 2026 annual meeting of stockholders or until her successor is duly elected and qualified. In addition, Ms. Mealer-Burke has been appointed to serve on the Compensation Committee and Nominating and Corporate Governance Committee.

Ms. Mealer-Burke brings 26 years of executive leadership experience from Qualcomm Incorporated (“Qualcomm”) (Nasdaq: QCOM), a semiconductor company renowned for its global impact in driving wireless technology hardware, services and software. Throughout her career at Qualcomm, Ms. Mealer-Burke held diverse leadership roles spanning global business development, product management and operations across three distinct business units of Qualcomm Technologies Inc. In 2014, Ms. Mealer-Burke was named Vice President and General Manager of Qualcomm Education, Inc., a wholly-owned subsidiary of Qualcomm Technologies. In 2016, she was named Vice President of Human Resources and served as Qualcomm’s inaugural Chief Diversity Officer. She served as Chief Diversity Officer until November 2021 and completed her Qualcomm career in January 2023 after leading a multi-million dollar Global HR digital transformation and organizational restructuring.

During her tenure at Qualcomm, she played an important role in Qualcomm’s growth from annual revenues of \$2 billion and approximately 6,000 employees in 1997 to over \$36 billion in revenue and more than 50,000 employees by 2023. She has served as a member of the board of directors of the Make-A-Wish Foundation of San Diego, Inc. since May 2021 and as a member of the board of directors of LEAD San Diego since January 2019. Prior to her appointment to the Board, she served as an advisory member of the Board since September 2022. Ms. Mealer-Burke has a Bachelor of Business Administration in Management Information Systems from Iowa State University and a Master of Arts in Administration from The Ohio State University.

The Company believes Ms. Mealer Burke is qualified to serve as a member of the Board because of her extensive leadership experience in the technology industry, her proven track record navigating a dynamic business environment, and her prior experience with the Company as a Board advisor.

Agreements and Relationships with Director

There are no agreements, arrangements or understandings between Ms. Mealer-Burke and any other person pursuant to which she was elected to serve on the Board. There are no relationships involving Ms. Mealer-Burke that are required to be reported pursuant to Item 404(a) of Regulation S-K.

Ms. Mealer-Burke will enter into an indemnification agreement with the Company providing for indemnification and advancement of expenses to the fullest extent permitted by the Nevada Revised Statutes.

Ms. Mealer-Burke will be compensated for her services on the Board and the Committees in accordance with the Company’s standard compensation policy for non-employee directors.

Press Release

A copy of the press release announcing the appointment of Ms. Mealer-Burke as a member of the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. Such information shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as otherwise expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated April 5, 2024, issued by the Company.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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 hereunto duly authorized.

MARATHON DIGITAL HOLDINGS, INC.

Date: April 5, 2024

By: /s/ Zabi Nowaid

Name: Zabi Nowaid

Title: General Counsel



Marathon Digital Holdings Appoints Vicki Mealer-Burke to Its Board of Directors

Fort Lauderdale, FL – April 5, 2024 – Marathon Digital Holdings, Inc. (NASDAQ:MARA) (“Marathon” or “Company”), one of the world’s largest publicly traded Bitcoin miners and a leader in supporting and securing the Bitcoin ecosystem, today announced the appointment of Vicki Mealer-Burke to its board of directors, effective April 1, 2024. With this addition, Marathon’s board is now comprised of eight directors, including seven independent directors and one inside director.

Vicki Mealer-Burke brings a wealth of experience to Marathon from her 26 years in executive leadership at Qualcomm Incorporated, where she held roles that range from global business development, product management, operations, and human resources. Throughout her career at Qualcomm, Mealer-Burke contributed to Qualcomm’s growth, which grew from \$2 billion in revenues and 6,000 employees to over \$36 billion and 50,000 employees. Her tenure as Qualcomm’s first Chief Diversity Officer highlights her dedication and skill in cultivating inclusive and purpose-driven cultures. She has also served as a member of the board of directors of the Make-A-Wish Foundation of San Diego and LEAD San Diego.

Since September 2022, Mealer-Burke has been serving on Marathon’s advisory board, where she has provided guidance on the organization, product strategies, compensation and retention strategies, and ESG and DEI strategies. She holds a Bachelor of Business Administration in Management Information Systems from Iowa State University and a Master of Arts in Administration from The Ohio State University.

“Vicki has been a valuable advisor to Marathon since 2022,” said Fred Thiel, Marathon’s chairman and CEO. “Now that she has transitioned to a member of our board of directors, Marathon can further benefit from her extensive leadership and expertise. We welcome her to the board and look forward to how her insights, experience, and guidance can continue to contribute to Marathon’s strategic direction and growth.”

Vicki Mealer-Burke added, “As the leader in its industry, Marathon is committed to building a more sustainable and inclusive future with innovative Bitcoin mining technologies. I look forward to working with the management team and the rest of the board to further Marathon’s success in this dynamic and rapidly growing industry.”

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, 2023, filed with the SEC on February 28, 2024. 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. 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, or follow us on:

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

LinkedIn: www.linkedin.com/company/marathon-digital-holdings

Facebook: www.facebook.com/MarathonDigitalHoldings

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

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