

**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): June 27, 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.

As described under Item 5.07 below, an amendment to the Marathon Digital Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan (the "2018 Plan") to increase the number of shares authorized for issuance thereunder by 15,000,000 shares (the "Amendment") was approved by the stockholders of Marathon Digital Holdings, Inc. (the "Company") and became effective on June 27, 2024. The material terms of the Amendment are summarized on pages 45 through 49 of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024, as supplemented on June 20, 2024 (the "Proxy Statement"), which description is incorporated herein by reference.

The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 27, 2024, the Company held its 2024 annual meeting of stockholders (the "Annual Meeting"). A total of 145,617,805 shares of the Company's common stock were represented at the Annual Meeting, constituting a quorum for all matters presented at the Annual Meeting. The final voting results for each matter submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal No. 1: Election of Class I Directors

The stockholders elected the following nominees as Class I directors to serve until the Company's annual meeting of stockholders to be held in 2027, or until their

successors are duly elected and qualified, or until their earlier death, resignation, or removal.

Name	Shares Voted		
	For	Withheld	Broker Non-Votes
Fred Thiel	65,511,693	3,851,839	76,254,273
Kevin DeNuccio	38,534,360	30,829,172	76,254,273
Said Ouissal	43,161,290	26,202,242	76,254,273

Proposal No. 2: Ratification of Appointment of Accounting Firm

The stockholders ratified the appointment of Marcum LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.

	Shares Voted		
	For	Against	Abstentions
	140,391,335	3,038,517	2,187,953

Proposal No. 3: Advisory Vote on the Frequency of Future Stockholder Advisory Votes on Executive Compensation

The stockholders approved, on a non-binding advisory basis, the frequency of future stockholder advisory votes to approve the compensation of the Company's named executive officers to be every "one year."

One Year	Two Years	Shares Voted			Broker Non-Votes
		Three Years	Abstentions		
55,255,218	992,195	11,893,088	1,223,031	76,254,273	

Although the Board recommended a frequency of every "three years" in the Proxy Statement, in light of these results, the Company has determined to hold a non-binding advisory vote on the compensation of the Company's named executive officers every year until such time as the next non-binding advisory vote regarding the frequency of non-binding advisory votes on the compensation of the Company's named executive officers is submitted to the Company's stockholders.

Proposal No. 4: Approval of Amendment to the 2018 Plan

The stockholders approved the Amendment.

For	Shares Voted			Broker Non-Votes
	Against	Abstentions		
45,776,192	22,969,674	617,666	76,254,273	

No other matters were presented for consideration or stockholder action at the Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	First Amendment to Marathon Digital Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan
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 thereunto duly authorized.

MARATHON DIGITAL HOLDINGS, INC.

Date: June 28, 2024

By: /s/ Zabi Nowaid
 Name: Zabi Nowaid
 Title: General Counsel

**FIRST AMENDMENT
TO
MARATHON DIGITAL HOLDINGS, INC.
AMENDED AND RESTATED
2018 EQUITY INCENTIVE PLAN**

This First Amendment (this "Amendment") to the Marathon Digital Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan (the "Plan") is effective as of June 27, 2024.

1. Section 4 of the Plan is hereby amended in its entirety to read as follows:

"4. Stock Reserved for the Plan. Subject to adjustment as provided in Section 8 hereof, a total of 45,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), shall be subject to the Plan. The shares of Common Stock subject to the Plan shall consist of unissued shares, treasury shares or previously issued shares held by any Subsidiary of the Company, and such number of shares of Common Stock shall be and is hereby reserved for such purpose. Any of such shares of Common Stock that may remain unissued and that are not subject to outstanding Options, Preferred Stock or Warrants at the termination of the Plan shall cease to be reserved for the purposes of the Plan, but until termination of the Plan, the Company shall at all times reserve a sufficient number of shares of Common Stock to meet the requirements of the Plan. Should any Securities expire or be canceled prior to its exercise, satisfaction of conditions or vesting in full, as applicable, or should the number of shares of Common Stock to be delivered upon the exercise or vesting in full of an Option or Warrant or award of Restricted Stock or RSU or conversion of Preferred Stock be reduced for any reason, the shares of Common Stock theretofore subject to such Option, Warrant, Restricted Stock, RSU or Preferred Stock, as applicable, may be subject to future Options, Warrants, Restricted Stock, RSUs or Preferred Stock under the Plan, except where such reissuance is inconsistent with the provisions of Section 162(m) of the Code where qualification as performance-based compensation under Section 162(m) of the Code is intended."

2. Except as expressly set forth above, the terms and conditions of the Plan shall remain unchanged by this Amendment and the Plan shall remain in full force and effect in accordance with its terms.

[Signature Page Follows]

IN WITNESS WHEREOF, Marathon Digital Holdings, Inc. has caused the undersigned to execute this Amendment as of the date first written above.

MARATHON DIGITAL HOLDINGS, INC.

/s/ Fred Thiel

Name: Fred Thiel

Title: Chief Executive Officer and Chairperson of the Board
