

**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): August 30, 2024

MARA 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)

Marathon Digital Holdings, Inc.
(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.

Departure of Directors

On August 30, 2024, each of Kevin DeNuccio and Said Ouissal notified the board of directors (the “Board”) of MARA Holdings, Inc. (the “Company”) of his decision to resign from the Board, effective as of September 1, 2024, which the Board accepted. Each of Mr. DeNuccio and Mr. Ouissal informed the Board that his resignation was for personal reasons and was not due to any disagreements with the Company relating to the Company’s operations, policies, or practices. The Company thanks Mr. DeNuccio and Mr. Ouissal for their Board service and wishes them well.

Appointment of Directors

On September 1, 2024, the Board appointed each of Janet George and Barbara Humpton to serve as a director on the Board, filling the vacancies created by the aforementioned resignations, effective immediately. Ms. George and Ms. Humpton will serve as Class I directors, with terms expiring at the Company’s 2027 annual meeting of stockholders or until their successors are duly elected and qualified, or until their earlier death, resignation, or removal.

Ms. George is a highly accomplished executive and board member with deep expertise in artificial intelligence, data centers, and high-growth technology environments. She most recently served as Corporate Vice President and General Manager of Data Center & Artificial Intelligence at Intel Corporation, where she led a multi-billion dollar business unit and was responsible for driving AI/ML SaaS growth and optimizing the division’s overall health. Ms. George has a strong track record of scaling businesses and executing and integrating large-scale acquisitions, including Intel’s recent \$650 million acquisition of a cloud AI-based workload optimization company. She previously held senior roles at Oracle, Western Digital, Accenture, Yahoo, eBay, and Apple, where she consistently delivered revenue growth, operational efficiencies, and innovative technology solutions. Ms. George holds an advanced master’s degree in computer science with a focus on artificial intelligence and a bachelor’s degree in computer science, mathematics, and physics. She serves on the advisory board of Gandeeva Therapeutics.

Ms. Humpton is a seasoned executive and board member with extensive experience across public, private, and non-profit sectors. Currently serving as President and CEO of Siemens USA, she oversees a \$19 billion portfolio focused on energy-efficient technologies, smart infrastructure, and healthcare. Under her leadership, Siemens USA has become a powerhouse of innovation, leveraging AI and industrial data to drive continuous improvement across its operations. Prior to her role at Siemens USA, Ms. Humpton held senior positions at Booz Allen Hamilton and Lockheed Martin, where she contributed to national security and technology advancements. She is recognized for her leadership in public-private collaborations, having served on advisory boards for both the Trump and Biden administrations. Ms. Humpton also holds board positions at several prominent organizations, including Fluence, Triumph Group, and the Federal Reserve Bank of Richmond. A passionate advocate for talent development, she is committed to using technology to create positive impact. Ms. Humpton earned her bachelor’s degree in mathematics from Wake Forest University.

There are no arrangements or understandings between Ms. George or Ms. Humpton and any other person pursuant to which Ms. George or Ms. Humpton was selected and appointed as a director of the Company. There are no transactions in which Ms. George or Ms. Humpton has a direct or indirect material interest required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (the “Commission”).

In connection with their service on the Board, each of Ms. George and Ms. Humpton will be eligible to receive compensation under the Company’s non-employee director compensation program, as disclosed in the Company’s Definitive Proxy Statement filed with the Commission on April 29, 2024, as may be adjusted by the Board from time to time. Ms. George and Ms. Humpton will each 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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 29, 2024, the Company filed an amendment to its Restated Articles of Incorporation with the Secretary of State of Nevada to change its name from “Marathon Digital Holdings, Inc.” to “MARA Holdings, Inc.,” effective immediately.

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing the appointment of Ms. George and Ms. Humpton to the Board is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information contained in Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment filed with the Nevada Secretary of State
99.1	Press release dated September 5, 2024
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.

MARA HOLDINGS, INC.

Date: September 5, 2024

By: /s/ Zabi Nowaid

Name: Zabi Nowaid

Title: General Counsel and Corporate Secretary

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

Mara Holdings, Inc.

Nevada Business Identification # NV20101138007

Expiration Date: 02/28/2025

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/29/2024.

FRANCISCO V. AGUILAR
Secretary of State

Certificate Number: B202408294916627

You may verify this certificate
online at <https://www.nvsilverflume.gov/home>

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Business Entity - Filing Acknowledgement

08/29/2024

Work Order Item Number: W2024082901723 - 3897138
Filing Number: 20244288506
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 08/29/2024 13:57:27 PM
Filing Page(s): 6

Indexed Entity Information:

Entity ID: E0079682010-9

Entity Status: Active

Entity Name: Mara Holdings, Inc.

Expiration Date: None

Commercial Registered Agent
VCORP SERVICES, LLC
701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Secretary of State



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
www.nvsilverflume.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective date and Time: (Optional) Date: Time:
 (must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)
 Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted
- Other.

The articles have been amended as follows: (provide article numbers, if available)

Entity Name: Mara Holdings, Inc.

ShareName	ShareType	SharesQuantity	SharesValue	ShareTypeName

(attach additional page(s) if necessary)

6. Signature: (Required)
X Zabi Nowaid
 Signature of Officer, Incorporator or Authorized Signer Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)



FRANCISCO V. AGUILAR
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Carson City, Nevada 89701-4201
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MARA Appoints Janet George and Barbara Humpton to Board of Directors and Names Doug Mellinger Lead Independent Director

Fort Lauderdale, FL – September 5, 2024 – MARA Holdings, Inc. (NASDAQ:MARA) (“MARA” or the “Company”), a global leader in leveraging digital asset compute to support the energy transformation, today announced the appointment of Janet George and Barbara Humpton to its board of directors, and announced the appointment of current board member Doug Mellinger as lead independent director, effective September 1, 2024. Ms. George and Ms. Humpton replace Kevin DeNuccio and Said Ouissal, who have stepped down from the board, effective September 1, 2024, as part of a planned transition.

Ms. George and Ms. Humpton were selected to join MARA’s board for their exceptional leadership and the deep expertise they bring in AI, data centers, and energy, and for their proven track records in driving innovation and growth across complex industries. These appointments underscore the Company’s commitment to enhancing its board with leaders who can contribute to advancing its strategic initiatives in these critical areas.

Ms. George is a highly accomplished executive and board member with deep expertise in artificial intelligence, data centers, and high-growth technology environments. She most recently served as Corporate Vice President and General Manager of Data Center & Artificial Intelligence at Intel Corporation, where she led a multi-billion dollar business unit and was responsible for driving AI/ML SaaS growth and optimizing the division’s overall health. Ms. George has a strong track record of scaling businesses and executing and integrating large-scale acquisitions, including Intel’s recent \$650 million acquisition of a cloud AI-based workload optimization company. She previously held senior roles at Oracle, Western Digital, Accenture, Yahoo, eBay, and Apple, where she consistently delivered revenue growth, operational efficiencies, and innovative technology solutions. Ms. George holds an advanced master’s degree in computer science with a focus on artificial intelligence and a bachelor’s degree in computer science, mathematics, and physics. She serves on the advisory board of Gandeveva Therapeutics.

Ms. Humpton is a seasoned executive and board member with extensive experience across public, private, and non-profit sectors. Currently serving as President and CEO of Siemens USA, she oversees a \$19 billion portfolio focused on energy-efficient technologies, smart infrastructure, and healthcare. Under her leadership, Siemens USA has become a powerhouse of innovation, leveraging AI and industrial data to drive continuous improvement across its operations. Prior to her role at Siemens USA, Ms. Humpton held senior positions at Booz Allen Hamilton and Lockheed Martin, where she contributed to national security and technology advancements. She is recognized for her leadership in public-private collaborations, having served on advisory boards for both the Trump and Biden administrations. Ms. Humpton also holds board positions at several prominent organizations, including Fluence, Triumph Group, and the Federal Reserve Bank of Richmond. A passionate advocate for talent development, she is committed to using technology to create positive impact. Ms. Humpton earned her bachelor’s degree in mathematics from Wake Forest University.

As lead independent director of the MARA board, Mr. Mellinger will focus on enhancing governance and strategic oversight. Mr. Mellinger has served on the MARA board since March 2022. He is an active investor, entrepreneur, and philanthropist with extensive experience in technology and finance. Mr. Mellinger is a Managing Director at Clarion Capital Partners. He has previously been a partner at Palm Ventures, managing partner at Zeno Ventures, and founder/CEO of Enherent Corp. He has also served on the boards of Edgar Online, Foundation Source, International Education Corporation, and others.

MARA's Chairman and CEO, Fred Thiel, said, "We are thrilled to welcome Janet George and Barbara Humpton to MARA's board of directors, and to announce Doug Mellinger as our new lead independent director. As we are now an S&P SmallCap 600 company, we believe it is time to adopt best practices from leading companies by having a lead independent director. Doug's long-standing commitment to MARA and his deep understanding of our business make him the ideal choice for the role. Given the increasing relevance of MARA's digital infrastructure technology and our AI data center co-location strategy to hyperscalers and AI data center operators, we recognized the need to bring AI and AI data center-specific expertise onto our board. Additionally, as our utility scale mining and energy harvesting business segments continue to expand, we saw the importance of adding global energy and power infrastructure expertise to guide our growth. Janet's extensive experience in artificial intelligence and data center operations, coupled with Barbara's leadership in technology and infrastructure, will be invaluable as we continue to innovate and grow. These appointments significantly strengthen our board's expertise and oversight capabilities, positioning MARA for continued success and leadership in our industry. We look forward to benefiting from their collective wisdom and guidance as we execute our strategic vision.

"I would also like to take this opportunity to express our gratitude to Kevin DeNuccio and Said Ouissal for their dedicated service to MARA. We wish them the best of luck in their future endeavors and thank them for their invaluable contributions during their tenure."

About MARA

MARA (NASDAQ:MARA) is a global leader in digital asset compute that develops and deploys innovative technologies to build a more sustainable and inclusive future. MARA secures the world's preeminent blockchain ledger and supports the energy transformation by converting clean, stranded, or otherwise underutilized energy into economic value.

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)

MARA Company Contact:

Telephone: 800-804-1690

Email: ir@mara.com

MARA Media Contact:

Email: marathon@wachsman.com
