
**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): February 19, 2025

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)**

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

Certificate of Amendment

On February 19, 2025, MARA Holdings, Inc. (the “Company”) filed a Certificate of Amendment (the “Charter Amendment”) to its Restated Articles of Incorporation (the “Articles of Incorporation”) with the Secretary of State of Nevada to increase the number of shares of the Company’s common stock authorized for issuance under the Articles of Incorporation from 500,000,000 to 800,000,000. The Charter Amendment was approved by the Company’s stockholders at the Special Meeting (as defined below) and became effective upon filing. A copy of the Charter Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Certificate of Withdrawal

After the Special Meeting, the Company redeemed the outstanding shares of the Company’s Series X Preferred Stock for an aggregate of \$1,300 paid to the sole holder of the Series X Preferred Stock. On February 21, 2025, the Company filed a Certificate of Withdrawal with the Secretary of State of Nevada, which became effective upon filing. The Certificate of Withdrawal (i) eliminated the previous designation of the 13,000,000 shares of Series X Preferred Stock, none of which were outstanding at the time of filing, and (ii) caused the Company’s preferred stock to return to authorized but unissued shares with no designation as to series. A copy of the Certificate of Withdrawal is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

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

On February 19, 2025, the Company held a special meeting of stockholders (the “Special Meeting”). The purpose of the Special Meeting was to approve the Charter Amendment, as described in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on January 21, 2025.

At the close of business on January 17, 2025, the record date for the Special Meeting, 339,382,454 shares of the Company’s common stock and 13,000,000 shares of its Series X Preferred Stock were issued and outstanding. For Proposal No. 1, holders of common stock were entitled to one vote for each share of common stock held as of the record date, and the holder of the Series X Preferred Stock cast 1,000 votes for each share of Series X Preferred Stock. The Series X Preferred Stock holder’s votes were cast automatically in the same “mirrored” proportion as the aggregate votes cast “FOR” and “AGAINST” Proposal No. 1 by the holders of common stock who voted on Proposal No. 1 (but excluding any abstentions, broker non-votes and shares of common stock that were not voted “FOR” and “AGAINST” such proposal for any reason). For Proposal No. 2, holders of common stock were entitled to one vote for each share of common stock held as of the record date, and the holder of the Series X Preferred Stock was not entitled to any votes.

A total of 184,159,770 shares of the Company’s common stock were represented at the Special Meeting, constituting a quorum for all matters presented. The voting power attributable to the Series X Preferred Stock was disregarded for the purpose of determining whether a quorum was present at the Special Meeting. The final voting results for each matter submitted to a vote of stockholders at the Special Meeting are as follows:

Proposal No. 1: Approval of the Charter Amendment

The Company’s stockholders voted to approve the Charter Amendment, which required the affirmative (“FOR”) vote of the holders of a majority of the voting power of the outstanding shares of the Company’s capital stock.

Shares Voted			
For	Against	Abstentions	Broker Non-Votes
11,337,188,866	1,846,343,948	626,955	-

Proposal No. 2: Approval of One or More Adjournments of the Special Meeting to Solicit Additional Proxies

Because there were sufficient votes from the Company’s stockholders to approve Proposal No. 1, adjournment of the Special Meeting was unnecessary, and Proposal No. 2 therefore was not called.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment to Articles of Incorporation, dated February 19, 2025
3.2	Certificate of Withdrawal, dated February 21, 2025
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: February 21, 2025

By: /s/ Zabi Nowaid

Name: Zabi Nowaid

Title: General Counsel and Corporate Secretary

FRANCISCO V. AGUILAR
Secretary of State

RUBEN J. RODRIGUEZ
Deputy Secretary for Southern Nevada

*2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2452*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

GABRIEL DI CHIARA
Chief Deputy Secretary of State

DEANNA L. REYNOLDS
Deputy Secretary for Commercial Recordings

*401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141*

Business Entity - Filing Acknowledgement

02/19/2025

Work Order Item Number: W2025021901374-4252901
Filing Number: 20254675859
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 2/19/2025 12:24:00 PM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: E0079682010-9 **Entity Name:** MARA Holdings, Inc.
Entity Status: Active **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

Filed in the Office of <i>F. Aguilar</i>	Business Number E0079682010-9
Secretary of State State Of Nevada	Filing Number 20254675859
	Filed On 2/19/2025 12:24:00 PM
	Number of Pages 3

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)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="MARA Holdings, Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="E0079682010-9"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6.)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="More than 84 %"/> Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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

(attach additional page(s) if necessary)

6. Signature: (Required)

X
Signature of Officer or Authorized Signer Title

X
Signature of Officer 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)

Section 3.01 and Section 3.02 of the articles of incorporation of MARA Holdings, Inc., as heretofore amended to date, have been amended as set forth on the page attached hereto, which is incorporated herein by this reference.

[See attached page.]

MARA HOLDINGS, INC.
CERTIFICATE OF AMENDMENT

ANNEX A

Section 3.01 of the articles of incorporation is hereby amended to read in its entirety as follows:

3.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be eight hundred fifty million (850,000,000) shares. The stock is divided between two classes to be designated as "Common Stock" and "Preferred Stock".

Section 3.02 of the articles of incorporation is hereby amended to read in its entirety as follows:

3.02 *Common Stock.* The total number of authorized shares of Common Stock shall be eight hundred million (800,000,000) shares with par value of \$0.0001 per share.

* * * *

FRANCISCO V. AGUILAR
Secretary of State

DEANNA L. REYNOLDS
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
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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

Certified Copy

2/21/2025 9:21:14 AM

Work Order Number: W2025022100257
Reference Number: 20254680902
Through Date: 2/21/2025 9:21:14 AM
Corporate Name: MARA Holdings, Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20254680889	Withdrawal of Designation	1



Certified By: Sean Robles
Certificate Number: B202502215457468
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>

Respectfully,

FRANCISCO V. AGUILAR
Nevada 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

Filed in the Office of <i>F. Aguilar</i> Secretary of State State Of Nevada	Business Number E0079682010-9
	Filing Number 20254680889
	Filed On 2/21/2025 8:12:00 AM
	Number of Pages 1

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: <input type="text" value="MARA Holdings, Inc."/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="E0079682010-9"/>
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only Date: <input type="text"/> Time: <input type="text"/> <small>(Optional) (must not be later than 90 days after the certificate is filed)</small>
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <input type="text"/>
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.
	<input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <input type="text"/>
7. Withdrawal:	Designation being Withdrawn: <input type="text" value="Series X Preferred Stock"/> Date of Designation: <input type="text" value="01/08/2025"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text" value="The certificate of designation designating the corporation's Series X Preferred Stock is hereby withdrawn."/>
8. Signature: (Required)	<input checked="" type="checkbox"/> <small>DocuSigned by:</small> <i>Salman Khan</i> <small>00021851A4C04DE...</small> Signature of Officer Date: <input type="text" value="02/20/2025"/>

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.