
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

MARA Holdings, Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Your **Vote** Counts!

MARA HOLDINGS, INC.

2026 Annual Meeting

Vote by June 17, 2026

11:59 PM ET

MARA HOLDINGS, INC.
1010 SOUTH FEDERAL HIGHWAY, SUITE 2700
HALLANDALE BEACH, FL 33009
ATTENTION: LEGAL DEPARTMENT



V96968-P52214

You invested in MARA HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 18, 2026.**

Get informed before you vote

View the Notice of Meeting, Proxy Statement, Proxy Card and 2025 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 18, 2026
11:30 a.m. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/MARA2026

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class III directors to serve until our 2029 annual meeting of stockholders Nominees: 01) Vicki Mealer-Burke 02) Douglas Mellinger	☑ For
2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year ending December 31, 2026.	☑ For
3. A non-binding, advisory vote on the compensation of our Named Executive Officers ("Say-on-Pay").	☑ For
4. Approval of an amendment to our Amended and Restated 2018 Equity Incentive Plan (the "2018 Plan") to increase the number of shares of our common stock reserved under the 2018 Plan by 18 million shares.	☑ For
NOTE: We may also transact such other business as may be properly brought before the Annual Meeting or any postponements or adjournments thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".