

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): July 18, 2013

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or other jurisdiction
of incorporation)

000-54652

(Commission File Number)

01-0949984

(IRS Employer Identification No.)

2331 Mill Road, Suite 100
Alexandria, VA

(Address of principal executive offices)

22314

(Zip Code)

Registrant's telephone number, including area code: (703) 232-1701

(Former name or former address, if changed since last report)

Copies to:

Harvey J. Kesner, Esq.
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

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

On July 18, 2013, Marathon Patent Group, Inc. (the “Company”) filed a certificate of amendment (the “Amendment”) to its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada in order to effectuate a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.0001 per share on a one (1) for thirteen (13) basis (the “Reverse Stock Split”).

The Reverse Stock Split will be effective with the Financial Industry Regulatory Authority (“FINRA”) at the open of business on July 22, 2013 and the Company’s common stock will trade with a “D” added, under the symbol “MARAD”, for the 20 business days beginning on July 22, 2013 to designate that it is trading on a post-reverse split basis. Trading will resume under the symbol “MARA” after the 20 day period has expired. The par value and other terms of Company’s common stock were not affected by the Reverse Stock Split. The Company’s post-Reverse Stock Split common stock has a new CUSIP number, 56585W203. The Company’s transfer agent, Equity Stock Transfer LLC, is acting as exchange agent for the Reverse Stock Split and will send instructions to shareholders regarding the exchange of certificates.

As a result of the Reverse Stock Split, every thirteen shares of the Company’s pre-reverse split common stock will be combined and reclassified into one share of the Company’s common stock. No fractional shares of common stock will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to a fractional share shall receive the next highest number of whole shares.

As previously disclosed in the Company's Current Report on Form 8-K filed on June 3, 2013, on May 31, 2013, shareholders of record holding a majority of the outstanding voting capital of the Company approved a reverse stock split of the Company’s issued and outstanding common stock by a ratio of not less than one-for-five and not more than one-for-fifteen at any time prior to April 30, 2014, with such ratio to be determined by the Company’s Board of Directors, in its sole discretion. The Reverse Stock Split ratio of one (1) for thirteen (13) basis was approved by the Company’s Board of Directors on June 24, 2013.

A copy of the Amendment is attached to this Current Report as Exhibit 3.1 and is incorporated by reference herein.

Item 8.01 Other Events

On July 19, 2013, the Company issued a press release announcing the Reverse Stock Split. The full text of the press release issued in connection with the announcement is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit 3.1 Certificate of Amendment to Amended and Restated Articles of Incorporation

Exhibit 99.1 Press Release dated July 19, 2013

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.

Date: July 19, 2013

MARATHON PATENT GROUP, INC.

By: /s/ Doug Croxall

Name: Doug Croxall

Title: Chief Executive Officer



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Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Marathon Patent Group, Inc.

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

Section 3.02 of the Corporation's Amended and Restated Articles shall be amended by adding the language included on Annex A to the end of Section 3.02 of the Amended and Restated Articles, subject to compliance with applicable law.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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:

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

5. Signature: (required)



 Signature of Officer

*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.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
 This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
 Revised: 8-31-11

**Certificate of Amendment
to the
Amended and Restated Articles of Incorporation
of Marathon Patent Group, Inc.**

Marathon Patent Group, Inc., a corporation organized and existing under the laws of the State of Nevada (the "Corporation") hereby certifies as follows:

1. Section 3.02 of the Corporation's Amended and Restated Articles shall be amended by adding the following section to the end of Section 3.02 of the Amended and Restated Articles, that reads as follows, subject to compliance with applicable law:

"Upon the filing and effectiveness (the "Effective Time") pursuant to the Nevada Revised Statutes of this amendment to the Corporation's Amended and Restated Articles of Incorporation, as amended, each thirteen (13) shares of Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."

2. The foregoing amendment has been duly adopted in accordance with the provisions of Nevada Revised Statutes 78.385 and 78.390 by the vote of a majority of each class of outstanding stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, I have signed this Certificate this 18th day of July, 2013



Doug Croxall
Chief Executive Officer

MARATHON

Marathon Patent Group Announces 1 for 13 Reverse Stock Split

ALEXANDRIA, VA - July 19, 2013 - Marathon Patent Group, Inc. (OTCBB: MARA) (“Marathon”), a patent licensing company, announced today a 1-for-13 reverse stock split of the Company’s issued and outstanding common stock. The reverse stock split will be effective at the opening of trading on July 22, 2013. The Company’s common stock will trade under the symbol “MARAD” for a period of 20 business days to designate that it is trading on a post-reverse split basis. Upon expiration of the 20 day period, the common stock will resume trading under the symbol “MARA”. The reverse stock split was approved previously by the Company’s shareholders and board of directors.

Each stockholder’s percentage ownership interest in Marathon and the proportional voting power remains unchanged after the reverse stock split. In addition, the rights and privileges of the holders of Marathon common stock are unaffected by the reverse stock split. This reverse stock split will be effected pursuant to an Amendment to the Company’s Amended and Restated Articles of Incorporation filed with the State of Nevada.

As a result of the implementation of the reverse stock split, every thirteen shares of issued and outstanding common stock will be converted into one share of common stock. No fractional shares will be issued in connection with the reverse stock split and in lieu thereof, Marathon will round such share amount up to the next whole number.

The reverse stock split will reduce the number of shares of issued and outstanding common stock from 65,858,810 pre-split to approximately 5,066,063 million post-split. Proportional adjustments will be made to Marathon’s outstanding preferred stock, warrants and stock options.

The Company’s common stock will also be identified under a new CUSIP number 56585W 203.

Doug Croxall, Marathon’s Founder and CEO, commented, “This reverse split is an integral part of accelerating the company’s strategic plan focused squarely on the creation of sustainable long term shareholder value. While many companies generally affect such a split out of necessity and need, we are taking this pro-active step in pursuit of opportunity, allowing us to properly position the company within the capital markets”.

Stockholders will receive instructions or notice from the company’s transfer agent, Equity Stock Transfer, or their broker as to procedures for exchanging existing stock certificates for new book-entry shares and for the receipt of cash proceeds in lieu of fractional shares.

Additional information regarding the reverse stock split can be found in Marathon’s proxy statement filed with the Securities and Exchange Commission on May 17, 2013, a copy of which is available in the Investors section of the company’s website, www.marathonpg.com

About Marathon Patent Group:

Based in Alexandria, VA, Marathon Patent Group is a patent licensing company serving a wide range of patent owners from Fortune 500 companies to independent inventors. Marathon provides its clients advice and services that enable them to realize financial and strategic returns on their intellectual property rights. Marathon's operating subsidiaries acquire patent assets, partner with patent holders, and monetize patent portfolios through actively managed patent licensing campaigns. Marathon maintains a close working relationship with IPNav (<http://www.ipnav.com>), a global leader in full service patent monetization. To learn more about Marathon Patent Group, visit <http://www.marathonpg.com/>.

Forward Looking Statements

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company's filings with the Securities and Exchange Commission (the "SEC"), not limited to Risk Factors relating to its patent business contained therein. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.

INVESTOR RELATIONS INQUIRIES:

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##END##

