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**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

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 the appropriate box):

- ☒ 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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Important Notice of Availability of Proxy Materials for the Annual Stockholder Meeting of

# MARA HOLDINGS, INC.

To Be Held On June 26, 2025 at 8:30 a.m., Pacific Time

virtually at <https://web.lumiconnect.com/266814323> (password: mara2025)

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before June 13, 2025.

Please visit <http://www.astproxyportal.com/ast/29360/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- 2024 Annual Report

**TO REQUEST MATERIAL:**

**TELEPHONE:** 888-Proxy-NA (888-776-9962) or 201-299-6210 (for international callers)

**E-MAIL:** [help@equiniti.com](mailto:help@equiniti.com)

**WEBSITE:** <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

**TO VOTE:**



**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

**VIRTUALLY AT THE MEETING:** The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit <https://web.lumiconnect.com/266814323> (password: mara2025) and be sure have your control number available.

**TELEPHONE:** To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

**MAIL:** You may request a card by following the instructions above.

1. Election of Class II directors to serve until our 2028 meeting of stockholders:

**NOMINEES:**

Georges Antoun  
Jay Leupp

2. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2025.

3. Non-binding, advisory vote on the compensation of our Named Executive Officers ("Say-on-Pay").

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.

Please note that you cannot use this notice to vote by mail.