

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287  
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>OKAMOTO MERRICK D</u>  (Last) (First) (Middle) <u>C/O MARATHON PATENT GROUP, INC.</u> <u>1180 N. TOWNE CENTER DRIVE, SUITE 100</u>  (Street) <u>LAS VEGAS NV 89144</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARATHON DIGITAL HOLDINGS, INC. [ MARA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(3)</sup>	12/28/2021		C		83,333 <sup>(5)</sup>	A	\$37.02	5,569,813	D	
Common Stock <sup>(3)</sup>	12/28/2021		S		83,333 <sup>(5)</sup>	D	\$37.02	5,486,480	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RSUs	\$0 <sup>(1)</sup>	12/28/2021		D			83,333	(2)(4)	(2)	Common	83,333	\$37.02	0	D	

## Explanation of Responses:

- Vested restricted stock units ("RSUs") granted under the Marathon Patent Group, Inc. 2018 Equity Incentive Plan (the "Plan") convert into shares of the Issuer's Common Stock on a one-for-one basis upon settlement by the Issuer in accordance with the procedures of the Plan.
- On the date in column 3, in connection with the Reporting Person's service as a director of the Corporation, the Reporting Person was granted an award as stated in those rows denoted as "A" in column 4, which immediately vested in those rows denoted as "D" in column 4.
- Represents the total direct and indirect beneficial ownership of the security held by the Reporting Person immediately following the issuance reported by this Form 4.
- Immediate vesting for all 83,333 granted RSUs.
- Amount in column (4) is net of shares sold for tax purposes.

## Remarks:

Merrick Okamoto was awarded 83,333 RSUs which immediately vested, and all shares were sold for tax purposes.

/s/ Merrick Okamoto

12/30/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.