

**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): November 13, 2019

MARATHON PATENT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

001-36555
(Commission
File Number)

01-0949984
(IRS Employer
Identification No.)

1180 North Town Center Drive, Suite 100
Las Vegas, NV

(Address of principal executive offices)

89144
(Zip Code)

Registrant's telephone number, including area code: (800) 804-1690

(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))

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.

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

FORWARD-LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively, the “Filings”) contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, Registrant’s management as well as estimates and assumptions made by Registrant’s management. When used in the Filings the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan” or the negative of these terms and similar expressions as they relate to Registrant or Registrant’s management identify forward-looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant’s industry, Registrant’s operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward-looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 3.01 Notification of Failure to Satisfy a Continued Listing Rule or Standard - Remediated

On May 17, 2019, Nasdaq notified the Company by letter that it did not comply with the minimum \$2.5 million stockholders’ equity, or \$35 million market value of listed securities, or \$500,000 of net income from continuing operations requirements for The Nasdaq Capital Market set forth in Listing Rules 5550(b)(1), or 5550(b)(2), or 5550(b)(3) (the “Rules”), respectively. On November 8, 2019, the Company filed its Form 10-Q for the period ended September 30, 2019, which evidenced stockholders’ equity of \$3,489,345. The Company filed an 8-K on November 12, 2019 stating the newly compliant stockholders’ equity, and on November 13, 2019, the Company received a letter from Nasdaq that its Staff has determined that the Company complies with the Rules, and the matter is now deemed closed.

ITEM 9.01 Exhibits

[EXHIBIT 99.1 Letter from Nasdaq dated November 13, 2019 acknowledging compliance with Nasdaq Rules.](#)

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: November 14, 2019

MARATHON PATENT GROUP, INC.

By: /s/ Merrick Okamoto
Name: Merrick Okamoto
Title: Chief Executive Officer

Sent via Electronic Delivery to: david@marathonpg.com

November 13, 2019

Mr. David Lieberman
Chief Financial Officer
Marathon Patent Group, Inc.
1180 North Town Center Drive
Suite 100
Las Vegas, NV 89144

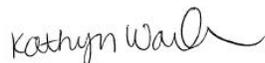
Re: Marathon Patent Group, Inc. (the "Company")

Dear Mr. Lieberman:

On May 17, 2019, Staff notified the Company that it did not comply with the minimum \$2.5 million stockholders' equity, or \$35 million market value of listed securities, or \$500,000 of net income from continuing operations requirements for The Nasdaq Capital Market set forth in Listing Rules 5550(b)(1), or 5550(b)(2), or 5550(b)(3) (the "Rules"), respectively. Based on the November 8th filing of the Company's Form 10-Q for the period ended September 30, 2019, evidencing stockholders' equity of \$3,489,345, Staff has determined that the Company complies with the Rules and this matter is now closed.

If you have any questions, please contact me at +1 301 978 8368.

Sincerely,



Kathryn Warcholak
Listing Analyst
Nasdaq Listing Qualifications

