

Marathon Patent Group, Inc.  
Form S-4/A  
January 24, 2018

**As filed with the Securities and Exchange Commission on January 24, 2018**

**Registration No. 333- 222123**

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

**AMENDMENT NO. 1 TO**

**FORM S-4**

**REGISTRATION STATEMENT  
*UNDER THE SECURITIES ACT OF 1933***

**MARATHON PATENT GROUP, INC.**  
(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>6794</b>	<b>01-0949984</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**11601 Wilshire Blvd., Ste. 500**

**Los Angeles, California 90025**

**(703) 232-1701**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Merrick Okamoto, Chairman of the Board**

**11601 Wilshire Blvd., Ste. 500**

**Los Angeles, California 90025**

**(703) 232-1701**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

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 7(a)(2)(B) of the Securities Act. [ ]

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 14e-4(i) (Cross-Border Tender Offer) [ ]

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) [ ]

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Security</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$0.0001 per share	4,372,429	(1) \$ 5.62	(2) \$24,573,050.98	(2) \$ 3,059.34
Common stock, par value \$0.0001 per share, underlying Series C Preferred Stock	122,302,128	(1) \$ 5.62	(2) \$687,337,959.36	(2) \$ 85,573.58
Common stock, par value \$0.0001 per share, underlying Series E Preferred Stock	5,511,702	\$ 5.62	(2) \$30,975,765.24	(2) \$ 3,856.48
Common stock, par value \$0.0001 per share, underlying Series E-1 Preferred Stock	5,067,435	(1) \$ 5.62	(2) \$28,478,984.70	(2) \$ 3,545.63
<b>Total</b>	<b>137,253,694</b>	<b>\$ 5.62</b>	<b>\$771,365,760.28</b>	<b>\$ 96,035.03</b>

(1) Reflects the number of shares of the registrant to be issued to the security holders of Global Bit Ventures, Inc. (“GBV”).

(2) Pursuant to Rule 457(c) under the Securities Act and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is equal to the product obtained by multiplying (a) \$5.62, which represents the average of the high and low prices of the registrant on December 14, 2017, by (b) the number of shares of registrant’s securities issuable in connection with the Merger.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**The information in this proxy statement/prospectus/information statement is not complete and may be changed. Marathon Patent Group, Inc., may not sell these securities pursuant to the proposed transactions until the Registration Statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus/information statement is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to completion, dated January 24, 2018**

## **PROPOSED MERGER**

### **YOUR VOTE IS VERY IMPORTANT**

To the Shareholders of Marathon Patent Group, Inc. and Global Bit Ventures, Inc.:

Marathon Patent Group, Inc. (“Marathon”) and Global Bit Ventures, Inc. (“GBV”) have entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which a wholly owned subsidiary of Marathon will merge with and into GBV, with GBV surviving as a wholly owned subsidiary of Marathon (the “Merger”). GBV and Marathon believe that the Merger will result in a combined organization with a novel business consisting of digital asset/ cryptocurrency mining.

At the Effective Time ( as defined in the Merger Agreement filed as an exhibit to Marathon’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2017 ) of the Merger, each share of (A) common stock of GBV, par value \$0.0001 per share (“GBV Common Stock”) will automatically be cancelled and converted into shares of either (x) Series C Preferred Stock of Marathon (the “Series C Preferred Stock”) or (y) common stock, par value \$0.0001 per share of Marathon (“Common Stock”); (B) Series A Preferred Stock, par value 0.0001 per share, of GBV (“GBV Series A Stock”) will automatically be cancelled and converted into shares of either (x) Series C Preferred Stock or (y) Common Stock; and (C) all of GBV’s outstanding convertible debt (“GBV Notes”) will automatically be cancelled and converted into shares of either (x) Series C Preferred Stock or (y) Common Stock. Marathon will not assume outstanding and unexercised warrants and options to purchase shares of GBV capital stock, and none are outstanding. The total number of shares of Common Stock and shares of Common Stock issuable under the Series C Preferred Stock is 126,674,557.



Marathon's shareholders will continue to own and hold their existing shares of Common Stock and Marathon's preferred stock. Marathon debt holders owning \$2,613,948 of 5% convertible promissory notes (the "Marathon Notes") as of January 22, 2018, will convert their unconverted notes into Series E-1 Convertible Preferred Stock of Marathon ("Series E-1 Preferred Stock") if not converted prior to the closing of the Merger. Marathon Series E Convertible Preferred Stock ("Series E Preferred Stock") holders owning 5,511.70 shares of Series E Preferred Stock convertible into 5,511,702 shares of Common Stock, as of January 22, 2018 will continue to remain outstanding. The vesting of 448,775 unexercised options to purchase shares of Common Stock, which are substantially vested, will remain outstanding as of the closing of the Merger. All 794,717 warrants to purchase shares of Common Stock are currently exercisable into 794,717 shares of Common Stock. The Common Stock, preferred stock, warrants and options will remain in effect pursuant to their terms.

Immediately after the conversion of the GBV Common Stock, the GBV Series A Stock and the GBV Notes, Marathon shall have issued 81% of its issued and outstanding Common Stock, on a fully-diluted basis, under the Merger Agreement to GBV, prior to giving effect of the (1) issuance of one million shares of Marathon's Common Stock on December 11, 2017 at \$5.00 per share in a registered offering and (2) issuance of 1,354,546 shares of Marathon's Common Stock on December 18, 2017 at \$5.50 per share in a registered offering subsequent to the Merger Agreement and other changes in Marathon's capitalization following the date of the Merger Agreement. For these purposes, Marathon's fully-diluted Common Stock is defined as the outstanding common stock of Marathon, plus conversion of preferred stock, options and warrants of Marathon, prior to the registered offering (the "Fully-Diluted Common Stock of Marathon"), with Marathon current shareholders, the holders of the Marathon Notes, option holders and warrant holders owning, or holding rights to acquire, approximately 19% of the Fully-Diluted Common Stock of Marathon upon closing of the Merger (as such percentages are increased or reduced for the registered offering and any other shares issued or cancelled prior to the closing of the Merger).

Marathon's shares of Common Stock are currently listed for trading on The NASDAQ Capital Market ("NASDAQ") under the symbol "MARA." Prior to consummation of the Merger, Marathon intends to file an initial listing application with NASDAQ. After completion of the Merger, Marathon will be renamed "Marathon Blockchain, Inc." (or similar) and expects to trade on NASDAQ under the symbol "MARA." On January XX, 2018, the last trading day before the date of this proxy statement/prospectus/information statement, the closing sale price of MARA Common Stock on NASDAQ was \$x.xx per share.

Marathon is holding a special meeting of shareholders (the "Special Meeting") in order to obtain the shareholder approvals necessary to complete the Merger and related matters. At the Special Meeting, which will be held at x:xx A.M., Eastern time, on \_\_\_\_\_ [ ], 2018 at the offices of Sichenzia Ross Ference Kesner, LLP, 1185 Avenue of the Americas, Suite 3700, New York, NY 10036 unless postponed or adjourned to a later date, Marathon will ask its shareholders to, among other things, approve the Merger Agreement and thereby approve the transactions contemplated thereby, including the Merger and the issuance of Marathon's Series C Preferred Stock and Common Stock to GBV's shareholders and an amendment to Marathon's amended and restated articles of incorporation changing the Marathon corporate name to "Marathon Blockchain, Inc." (or similar name), each as described in the accompanying proxy statement/prospectus/information statement.

As described in the accompanying proxy statement/prospectus/information statement, certain of Marathon's shareholders who in the aggregate own or control the right to vote outstanding voting shares of Common Stock equal to approximately 5.9% of the outstanding shares of Common Stock are parties to agreements with Marathon, whereby such shareholders have agreed to vote their shares in favor of the adoption or approval, as applicable, of the Merger Agreement and the approval of the transactions contemplated therein, including the Merger and the issuance of shares of Marathon's Series C Preferred Stock and Common Stock to GBV's shareholders pursuant to the Merger Agreement.

In addition, following effectiveness of the registration statement on Form S-4, of which this proxy statement/prospectus/information statement is a part, by the Securities and Exchange Commission (the "SEC") and pursuant to the conditions of the Merger Agreement, shareholders of GBV will each receive an action by written consent of GBV's shareholders, referred to as the written consent, adopting the Merger Agreement, thereby approving the transactions contemplated therein, including the Merger. Therefore, holders of a sufficient number of shares of GBV's capital stock required to adopt the Merger Agreement will be required to adopt the Merger Agreement, and no meeting of GBV shareholders to adopt the Merger Agreement and approve the Merger and related transactions will be held. Nevertheless, all of GBV's shareholders will have the opportunity to elect to adopt the Merger Agreement, thereby approving the Merger and related transactions, by signing and returning to GBV a written consent.

As a condition to the closing of the Merger, holders of unconverted Marathon Notes will also be required to agree to convert their notes into Series E-1 Preferred Stock of Marathon. Therefore, the holders of a sufficient number of Marathon Notes will be required to provide conversion notices to Marathon.



After careful consideration, each of Marathon and GBV's boards of directors have (i) determined that the transactions contemplated by the Merger Agreement are fair to, advisable and in the best interests of Marathon or GBV, as applicable, and their respective shareholders, (ii) approved and declared advisable the Merger Agreement and the transactions contemplated therein and (iii) determined to recommend, upon the terms and subject to the conditions set forth in the Merger Agreement, that its shareholders vote to adopt or approve, as applicable, the Merger Agreement and, therefore, approve the transactions contemplated therein. Marathon's board of directors recommends that Marathon shareholders vote "*FOR*" the proposals described in the accompanying proxy statement/prospectus/information statement and that Marathon's Note Holders sign and return the written conversion notice converting the Marathon Notes into Series E-1 Preferred Stock, and GBV's board of directors recommends that GBV's shareholders sign and return the written consent indicating their approval of the Merger and adoption of the Merger Agreement and the transactions contemplated therein.

More information about Marathon, GBV and the proposed transaction is contained in this proxy statement/prospectus/information statement. Marathon and GBV urge you to read the accompanying proxy statement/prospectus/information statement carefully and in its entirety. **IN PARTICULAR, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER "RISK FACTORS" BEGINNING ON PAGE 25.**

Marathon and GBV are excited about the opportunities the Merger brings to both Marathon's and GBV's shareholders, and thank you for your consideration and continued support.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus/information statement. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement/prospectus/information statement is dated January XX, 2018, and is first being mailed to Marathon and GBV's shareholders on or about [ ], 2018.

By Order of the Board of Directors:

*/s/ Merrick D. Okamoto*

Merrick D. Okamoto,

*Chairman of the Board of Directors*

**Marathon Patent Group, Inc.**

**11601 Wilshire Blvd., Ste. 500**

**Los Angeles, CA 90025**

**(703) 232-1701**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON \_\_\_\_\_, 2018

Dear Shareholders of Marathon Patent Group, Inc.:

On behalf of the board of directors of Marathon Patent Group, Inc., a Nevada corporation (“Marathon”), we are pleased to deliver this proxy statement for the proposed merger between Marathon and Global Bit Ventures, Inc., a Nevada corporation (“GBV”), pursuant to which Global Bit Acquisition Corp., a Nevada corporation and a wholly owned subsidiary of Marathon (“Merger Sub”), will merge with and into GBV, with GBV surviving as a wholly owned subsidiary of Marathon. The special meeting of shareholders of Marathon (the “Special Meeting”) will be held on \_\_\_\_\_, 2018 at \_\_\_ A.M., Eastern time, at the offices of Sichenzia Ross Ference Kesner, LLP, 1185 Avenue of the Americas, Suite 3700, New York, NY 10036 for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 1, 2017, by and among Marathon, Merger Sub, and GBV, a copy of which is attached as **Annex A** to this proxy statement, and the transactions contemplated thereby, including the Merger and the issuance of shares of Marathon’s Series C Preferred Stock and Common Stock to GBV’s Common Stock holders, GBV’s Series A Stock holders and GBV’s Note holders pursuant to the terms of the Merger Agreement.

2. To approve an amendment to the Amended and Restated Articles of Incorporation of Marathon to change the corporate name to Marathon Blockchain, Inc. from Marathon Patent Group, Inc. in the form attached as **Annex D** to this proxy statement or such other similar name as shall be chosen by Marathon.

3. To consider and vote upon an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of either Proposal No. 1 or 2.
  
4. To transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

Marathon's board of directors has fixed \_\_\_\_\_, 2018, as the record date for the determination of shareholders entitled to notice of, and to vote at, the Special Meeting and any adjournment or postponement thereof. Only holders of record of shares of Common Stock at the close of business on the record date are entitled to notice of, and to vote at, the Special Meeting. At the close of business on the record date, Marathon had \_\_\_\_\_ shares of Common Stock outstanding and entitled to vote, plus \_\_\_\_\_ shares of preferred stock outstanding and entitled to vote at the Special Meeting. Each holder of preferred stock is entitled to vote such preferred stock on an "as-converted" basis up to certain "beneficial ownership" percentage limitations equal to either 2.49%, 4.99% or 9.99% of the fully-diluted Common Stock of Marathon.

Your vote is important. The affirmative vote of the holders of a majority of the shares of Common Stock having voting power present in person or represented by proxy at the Special Meeting is required for approval of Proposal Nos. 1 and 3. The affirmative vote of the holders of a majority of shares of Marathon's Common Stock having voting power outstanding on the record date for the Special Meeting is required for approval of Proposal No. 2.

Even if you plan to attend the Special Meeting in person, Marathon requests that you sign and return the enclosed proxy to ensure that your shares will be represented at the Special Meeting if you are unable to attend.

By Order of Marathon Board of Directors,

Merrick Okamoto  
Chairman of the Board of Directors  
Los Angeles, California  
January [ ], 2018

MARATHON'S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT EACH OF THE PROPOSALS OUTLINED ABOVE IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, MARATHON AND ITS SHAREHOLDERS AND HAS APPROVED EACH SUCH PROPOSAL. MARATHON'S BOARD OF DIRECTORS RECOMMENDS THAT MARATHON'S SHAREHOLDERS VOTE "FOR" EACH SUCH PROPOSAL.

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THE MERGER