

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person OKAMOTO MERRICK D		2. Issuer Name and Ticker or Trading Symbol MARATHON DIGITAL HOLDINGS, INC. [MARA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman</b>	
(Last) (First) (Middle) C/O MARATHON PATENT GROUP, INC., 1180 N. TOWNE CENTER DRIVE, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 08/23/2021			
(Street) LAS VEGAS, NV 89144		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 (1)	08/23/2021		C		1,322,621 (5)	A	\$ 35.26	5,486,480	D	

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
RSUs	\$ 0 (1)	03/31/2021		D		2,547,392	(2)(4)	(2)	Common	2,547,392	\$ 35.26	0	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKAMOTO MERRICK D C/O MARATHON PATENT GROUP, INC. 1180 N. TOWNE CENTER DRIVE, SUITE 100 LAS VEGAS, NV 89144	X		Executive Chairman	

**Signatures**

/s/ Merrick Okamoto	08/24/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

**Explanation of Responses:**

- \* 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).
- (1) 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.
- (2) 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.
- (3) 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.
- (4) Immediate vesting.
- (5) Amount in column (4) is net of shares sold for tax purposes.

**Remarks:**  
Merrick Okamoto, CEO was awarded a special bonus of 1,000,000 RSUs with immediate vesting. He was also granted the following: award of 1,000,000 RSUs when the company's market capitalization reaches and sustains

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

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