

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

Amendment No. 1  
To  
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**MARATHON PATENT GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**6794**

(Primary Standard Industrial  
Classification Code Number)

**01-0949984**

(I.R.S. Employer Identification Number)

**2331 Mill Road, Suite 100**

**Alexandria, VA 22314**

**Telephone: (703) 232-1701**

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

Doug Croxall

2331 Mill Road, Suite 100

Alexandria, VA 22314

Telephone: (703) 232-1701

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

*Copies of all communications, including communications sent to agent for service, should be sent to:*

Harvey J. Kesner, Esq.

Sichenzia Ross Friedman Ference LLP

61 Broadway, 32nd Floor

New York, New York 10006

Telephone: (212) 930-9700

Fax: (212) 930-9725

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 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(c) 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.

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**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.**

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## **EXPLANATORY NOTE**

This Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-191154) of Marathon Patent Group, Inc. is being filed solely to file Exhibit 5.1. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, the signature page, and the exhibits filed herewith. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on September 18, 2013.

### MARATHON PATENT GROUP, INC.

By: /s/ Doug Croxall

Name: Doug Croxall  
Title: Chief Executive Officer and Chairman  
(Principal Executive Officer)

By: /s/ John Stetson

Name: John Stetson  
Title: Chief Financial Officer, Secretary and Director  
(Principal Financial and Accounting Officer)

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed by the following persons in the capacities and on the dates stated:

| <u>Signature</u>                        | <u>Title</u>  | <u>Date</u>              |
|---|---|--------------------------|
| <u>/s/ Doug Croxall</u><br>Doug Croxall | Chief Executive Officer and Chairman<br>(Principal Executive Officer)                           | Date: September 18, 2013 |
| <u>/s/ John Stetson</u><br>John Stetson | Chief Financial Officer ,Secretary and Director<br>(Principal Financial and Accounting Officer) | Date: September 18, 2013 |
| *<br><u>Stuart Smith</u>                | Director  | Date: September 18, 2013 |
| *<br><u>Craig Nard</u>                  | Director  | Date: September 18, 2013 |
| *<br><u>William Rosellini</u>           | Director  | Date: September 18, 2013 |

\* Executed on September 18, 2013 by Doug Croxall as attorney-in-fact under power of attorney granted in the Registration Statement previously filed on September 13, 2013.

\* By: /s/ Doug Croxall  
Doug Croxall  
Attorney-in-Fact



September 18, 2013

**VIA ELECTRONIC TRANSMISSION**

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

**Re: Marathon Patent Group, Inc.  
Form S-1 Registration Statement (File No. 333-191154)**

Ladies and Gentlemen:

We refer to the above-captioned registration statement on Form S-1 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), filed by Marathon Patent Group, Inc., a Nevada corporation (the "Company"), with the Securities and Exchange Commission.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based on our examination mentioned above, we are of the opinion that the securities being sold pursuant to the Registration Statement are duly authorized, legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under "Legal Matters" in the related Prospectus. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Sichenzia Ross Friedman Ference LLP

Sichenzia Ross Friedman Ference LLP

