

Marathon Patent Group, Inc.

Form 4/A

May 05, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Stetson John

2. Issuer Name **and** Ticker or Trading
 Symbol
 Marathon Patent Group, Inc.
 [MARA]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 2331 MILL ROAD, SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2014

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 INTERIM CFO AND SECRETARY

ALEXANDRIA, VA 22314

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 05/05/2014

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 X Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants	\$ 7.5	05/01/2014	P ⁽¹⁾		7,692		05/01/2014	05/01/2016	Common Stock	7,692	
Convertible Series A Preferred Stock	\$ 6.5	05/01/2014	P ⁽¹⁾		30,769		05/01/2014	⁽⁴⁾	Common Stock	30,769	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetson John 2331 MILL ROAD SUITE 100 ALEXANDRIA, VA 22314			INTERIM CFO AND SECRETARY	

Signatures

/s/ John Stetson 05/05/2014

____Signature of Date
Reporting Person

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) The purpose of this amendment is to correct the transaction code from "A" to "P" to accurately reflect the underlying transaction.
Represents 30,769 units consisting of one share of the Issuers' convertible Series A Preferred Stock, \$0.0001 par value per share, and one
- (2) warrant to purchase 0.25 shares of the Issuer's common stock, par value \$0.0001 per share (each, a "Unit"). Each Unit's purchase price was \$6.50 per Unit.
Represents 23,077 Units held by Stetson Capital Investments, Inc. and 7,692 Units held by Stetson Capital Investments, Inc. Retirement
- (3) Plan. Mr. Stetson is the President of Stetson Capital Investments, Inc. and the trustee of the Stetson Capital Investments, Inc. Retirement Plan. In such capacities, Mr. Stetson is deemed to have voting and dispositive power over shares held by such entities.
- (4) n/a

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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