Marathon Patent Group, Inc.

Form 4

September 18, 2014

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

OMB 3235-0287

**OMB APPROVAL** 

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

**SECURITIES** 

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Smith Stuart H.

2. Issuer Name and Ticker or Trading

Symbol

Marathon Patent Group, Inc.

[MARA]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last) (First) (Middle)

11100 SANTA MONICA BLVD.,

(State)

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

Director 10% Owner Officer (give title Other (specify below)

09/16/2014

STE. 380

(City)

1. Title of

Security

(Instr. 3)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90025

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4)

Code V Amount (D) Price

Common 09/16/2014 A Stock

(Zip)

3.089 \$0 (1) (1)

3,089 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: Marathon Patent Group, Inc. - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 14.89	09/16/2014		A	10,000	09/16/2014	09/16/2019	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Stuart H. 11100 SANTA MONICA BLVD., STE. 380 LOS ANGELES, CA 90025

# **Signatures**

/s/ Stuart H. 09/18/2014 Smith

\*\*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).
- Represents 3,089 shares of restricted common stock granted to the Reporting Person pursuant to the Issuer's 2014 Equity Incentive Plan (the "Plan") as contemplated in the Issuer's 2014 Non-Employee Director Compensation Plan (the "Director Plan), subject to shareholder approval of the Plan and shareholder approval of those provisions of the Director Plan which entitle the Issuer's non-employee directors to convert all or part of their cash retainer fees into equity of the Issuer.
- (2) Represents 10,000 options to purchase shares of the Issuer's common stock, which shall vest in 12 equal installments over a 12 month period beginning on September 16, 2014. subject to shareholder approval of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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