

Marathon Patent Group, Inc.
Form 10-Q/A
July 01, 2014

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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the transition period from _____ to _____

MARATHON PATENT GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

333-171214
(Commission File Number)

01-0949984
(IRS Employer Identification
No.)

2331 Mill Road, Suite 100,
Alexandria, VA
(Address of principal
executive offices)

22314
(Zip Code)

Registrant's telephone number, including area code: (800) 804-1690

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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.

| | | | |
|--|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer (Do not check if smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 5,489,593 shares of common stock are issued and outstanding as of May 15, 2014.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, as originally filed with the Securities and Exchange Commission (the “SEC”) on May 15, 2014 (the “Original Filing”). We are filing this in response to communications with the SEC in connection with a confidential treatment request with respect to Exhibits 10.1, 10.2 and 10.3 of the Original Filing. Item 6 of Part II of the Form 10-Q is hereby amended to compile Exhibits 10.1, 10.2 and 10.3 of the Original Filing into a single Exhibit 10.1. In addition, Item 6 of Part II reflects the Company’s withdrawal of its confidential treatment request for what are now Exhibits 10.2 and 10.3 of this Amendment No.1. The new Exhibits 10.1 (reflecting the consolidation of the Original Filing's prior Exhibits 10.1, 10.2 and 10.3), 10.2 and 10.3 are the only change being made to our Form 10-Q.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Form 10-Q/A.

This Amendment No. 1 does not change any of the other information contained in the Original Filing. Other than as specifically set forth herein, this Amendment No. 1 continues to speak as of the date of the Original Filing and we have not updated or amended the disclosures contained therein to reflect events that have occurred since the date of the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with our filings made with the SEC subsequent to the date of the Original Filing.

PART II

ITEM 6. EXHIBITS

- 10.1 Patent rights agreement between the Company and RPX Corporation.*+
- 10.2 Patent Purchase Agreement between TeleCommunication Systems, Inc. and CRFD Research, Inc. dated September 26, 2013 (Incorporated by reference to Exhibit 10.55 to the Company’s Registration Statement on Form S-1, filed with the SEC on December 31, 2013).
- 10.3 Patent Purchase Agreement between Intergraph Corporation and Vantage Point Technology, Inc. dated September 25, 2013 (Incorporated by reference to Exhibit 10.56 to the Company’s Registration Statement on Form S-1, filed with the SEC on December 31, 2013).
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
- 32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* Filed herein

+ Portions of these exhibits have been omitted pursuant to a confidential treatment request. This exhibit omits the information subject to this confidentiality request. Omitted portions have been filed separately with the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 1, 2014

MARATHON PATENT GROUP, INC.

By: /s/ Doug Croxall

Name: Doug Croxall

Title: Chief Executive Officer and Chairman
(Principal Executive Officer)

By: /s/ Francis Knuettel II

Name: Francis Knuettel II

Title: Chief Financial Officer
(Principal Financial and Accounting Officer)