

Marathon Patent Group, Inc.
Form 8-K/A
December 24, 2014

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 10, 2014

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

| | | |
|---------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Nevada (State or other jurisdiction of incorporation) | 000-54652 (Commission File Number) | 01-0949984 (IRS Employer Identification No.) |
| 11100 Santa Monica Blvd., Ste. 380 Los Angeles, CA (Address of principal executive offices) | | 90025 (Zip Code) |

Registrant's telephone number, including area code: (703) 232-1701

(Former name or former address, if changed since last report)

Copies to:
Harvey J. Kesner, Esq.
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

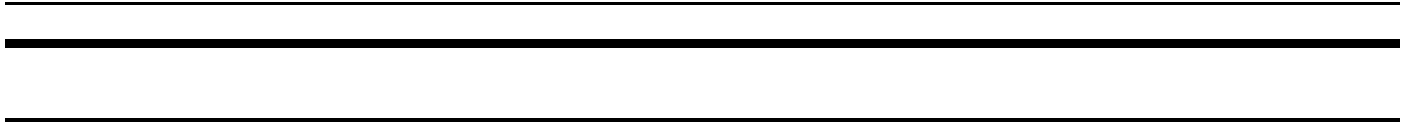
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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



EXPLANATORY NOTE

On October 14, 2014, Marathon Patent Group, Inc., a Nevada corporation (the “Company”), filed a current report on Form 8-K (the “Current Report”) to disclose the acquisition of 100% of the limited liability membership interests of OrthoPhoenix, LLC (“Orthophoenix”) and TLIF, LLC (“TLIF”) as well as 100% of the shares of MedTech Development Deutschland GmbH (“MedTech GmbH,” and together with Orthophoenix and MedTech GmbH, the “Subsidiaries”) from MedTech Development, LLC.

This amendment provides the historical financial statements of the Subsidiaries and the pro forma financial information required by Item 9.01 of the Form 8-K. The Current Report is hereby amended to include the required historical financial statements of the Subsidiaries and the required pro forma financial information. No other amendments to the Current Report are being made by this Form 8-K/A. The unaudited pro forma condensed combined consolidated financial statements are not necessarily indicative of the results that actually would have been attained if the merger had been in effect on the dates indicated or which may be attained in the future. Such statements should be read in conjunction with the historical financial statements of the Company.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The Unaudited Financial Statements of the Subsidiaries for the period ended September 30, 2014 are attached as Exhibit 99.1.

The Audited Financial Statements of the Subsidiaries as of and for the year ended December 31, 2013 are attached as Exhibit 99.2.

(b) Pro Forma Financial Information.

The Unaudited Pro Forma Condensed Combined Balance Sheet of the Company as of September 30, 2014 and the Unaudited Pro Forma Condensed Combined Statements of Income of Registrant for the period ended September 30, 2014 and the year ended December 31, 2013 are attached as Exhibit 99.3.

(d) Exhibits.

Exhibit No. Description

| | |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1 | Consent of Squar, Milner, Peterson, Miranda & Williamson, LLP |
| 99.1 | Unaudited Financial Statements of the Subsidiaries for the period ended September 30, 2014 |
| 99.2 | Audited Financial Statements of the Subsidiaries as of and for the year ended December 31, 2013 |
| 99.3 | The Unaudited Pro Forma Condensed Combined Balance Sheet of the Registrant as of September 30, 2014 and the Unaudited Pro Forma Condensed Combined Statements of Income of Registrant for the period ended September 30, 2014 and the year ended December 31, 2013 |

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: December 24, 2014

MARATHON PATENT GROUP,
INC.

By: /s/ Francis Knuettel II
Name: Francis Knuettel II
Title: Chief Financial Officer