

Marathon Patent Group, Inc.
Form 4
October 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box 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 *
SPANGENBERG ERICH

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)
2515 MCKINNEY AVENUE,
SUITE 1000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2013

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

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 | (A) or (D) | Price |
| Common Stock, \$0.0001 par value per share | 10/17/2013 | | P | | 150,000 | A | <u>(1)</u> <u>(2)</u> |
| Common Stock, \$0.0001 par value per share | | | | | 48,077 | I | By IPNav Capital, LLC <u>(4)</u> |
| | | | | | 461,539 | I | |

Common
Stock,
\$0.0001
par value
per share

By
TechDev
Holdings,
LLC (5) (6)

Common
Stock,
\$0.0001
par value
per share

153,847 D (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPANGENBERG ERICH 2515 MCKINNEY AVENUE, SUITE 1000 DALLAS, TX 75201 | | X | | |
| TechDev Holdings, LLC 11700 PRESTON ROAD, SUITE 660-207 DALLAS, TX 75201 | | X | | |
| Acclaim Financial Group, LLC 11700 PRESTON ROAD, SUITE 660-207 | | X | | |

DALLAS, TX 75201

Spangenberg Audrey
 2515 MCKINNEY AVENUE, SUITE 1000-B X
 DALLAS, TX 75201

Signatures

| | |
|--|------------|
| TechDev Holdings, LLC, By: /s/ Audrey Spangenberg, Title: Manager | 10/21/2013 |
| __Signature of Reporting Person | Date |
| Acclaim Financial Group, LLC, By: /s/ Audrey Spangenberg, Title: Managing Director | 10/21/2013 |
| __Signature of Reporting Person | Date |
| Audrey Spangenberg, By: /s/ Audrey Spangenberg | 10/21/2013 |
| __Signature of Reporting Person | Date |
| Erich Spangenberg, By: /s/ Erich Spangenberg | 10/21/2013 |
| __Signature of Reporting Person | Date |

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 restricted shares of common were acquired by TT IP, LLC ("TT IP") in consideration for the sale and assignment of certain patent assets pursuant to the Patent Purchase Agreement, dated as of October 17, 2013, by and between TT IP and the issuer. The restricted shares are subject to a forfeiture right for the benefit of the issuer in the event that a license to the purchased patents is not granted by or on behalf of the issuer (an "Enforcement Action") by the lapse of the period ending October 17, 2014 (the "Enforcement Period"). In the event that by the end of the Enforcement Period, no Enforcement Action is effected and the issuer exercises its reversion assignment right, then the Restricted Shares shall immediately forfeit to the issuer.

(2) (continued from footnote 1) The restricted shares shall be released from the forfeiture right upon the earlier of (i) an Enforcement Action being effected or (ii) the lapse of the 30 day period from the lapse of the Enforcement Period if the reversion assignment right is not exercised by the issuer.

(3) Represents shares held directly by TT IP. Erich Spangenberg is the sole member of TT IP. Accordingly, Erich Spangenberg may be deemed to beneficially own all of the shares that are owned by TT IP. Mr. Spangenberg disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that Mr. Spangenberg is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

(4) Represents shares held directly by IPNav Capital. IP Navigation Group, LLC is the sole member of IPNav Capital. Erich Spangenberg is the managing member and owner of 90% of the membership interests in IP Navigation Group, LLC. Accordingly, Erich Spangenberg may be deemed to beneficially own all of the shares that are owned by IPNav Capital. Mr. Spangenberg disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that Mr. Spangenberg is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

(5) Represents shares held directly by TechDev Holdings, LLC (f/k/a Plutus IP, LLC) ("TechDev") as reported on the Form 3 filed by the reporting persons on May 2, 2013. Acclaim Financial Group, LLC ("AFG") is the sole member of TechDev. Accordingly, AFG may be deemed to beneficially own all of the shares that are owned by TechDev. Audrey Spangenberg is the sole managing member of AFG, and accordingly may be deemed to beneficially own all of the shares that are owned by TechDev. Ms. Spangenberg disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that Ms. Spangenberg is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

(6) (continued from footnote 5) Erich Spangenberg, the spouse of Audrey Spangenberg, may be deemed to beneficially own all of the shares that are owned by Audrey Spangenberg. Mr. Spangenberg disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that Mr. Spangenberg is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

(7) Represents shares held directly by Erich Spangenberg as reported on the Form 3 filed by the reporting persons on May 2, 2013. Audrey Spangenberg, the spouse of Erich Spangenberg, may be deemed to beneficially own all of the shares that are owned by Erich

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

Spangenberg. Ms. Spangenberg disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that Ms. Spangenberg is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

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.