

Marathon Patent Group, Inc.
Form SC 13G/A
July 09, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Amendment No. 2
To
SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b)

MARATHON PATENT GROUP, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

56585W104

(CUSIP Number)

July 8, 2013

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

CUSIP No. 56585W104

- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Honig

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) " (b) "

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

- | | |
|---------------------------|--------------------------|
| 5 | SOLE VOTING POWER |
| NUMBER OF
SHARES | 2,585,958 (1) |
| BENEFICIALLY6
OWNED BY | SHARED VOTING POWER |
| | 2,868,611 (2) |
| EACH 7
REPORTING | SOLE DISPOSITIVE POWER |
| | 2,585,958 (1) |
| PERSON WITH 8 | SHARED DISPOSITIVE POWER |
| | 2,868,611 (2) |

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

5,454,569 (1) (2)

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.27% (based on 65,858,810 shares of common stock outstanding as of July 8, 2013)

- 12 TYPE OF REPORTING PERSON*

IN

- (1) Includes 2,460,958 shares of common stock and 125,000 shares of common stock underlying warrants with an exercise price of \$0.50 per share.
- (2) Includes 764,111 shares of common stock held by GRQ Consultants, Inc. (“GRQ”), 1,104,500 shares of common stock held by GRQ Consultants, Inc. 401k Plan (“GRQ 401k Plan”) and 1,000,000 shares of common stock held by GRQ Consultants, Inc. Defined Benefit Plan (“GRQ Defined Plan”). Mr. Honig is the President of GRQ and the trustee of GRQ 401k Plan and GRQ Defined Plan and is deemed to hold voting and dispositive power over shares held by such entities.

CUSIP No. 56585W104

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5 SOLE VOTING POWER
NUMBER OF
SHARES 0

BENEFICIALLY6 OWNED BY SHARED VOTING POWER
764,111

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH 8 SHARED DISPOSITIVE POWER
764,111

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
764,111

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.16% (based on 65,858,810 shares of common stock outstanding as of July 8, 2013)

12 TYPE OF REPORTING PERSON*

CO

3

CUSIP No. 56585W104

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc. 401k Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5 SOLE VOTING POWER
NUMBER OF
SHARES 0

BENEFICIALLY6 OWNED BY SHARED VOTING POWER
1,104,500

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH 8 SHARED DISPOSITIVE POWER
1,104,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
1,104,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.68% (based on 65,858,810 shares of common stock outstanding as of July 8, 2013)

12 TYPE OF REPORTING PERSON*

OO

4

CUSIP No. 56585W104

- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc. Defined Benefit Plan

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) " (b) "

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

- | | | |
|---------------------------|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF
SHARES | | 0 |
| BENEFICIALLY6
OWNED BY | 6 | SHARED VOTING POWER |
| | | 1,000,000 |
| EACH
REPORTING | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| PERSON WITH 8 | 8 | SHARED DISPOSITIVE POWER |
| | | 1,000,000 |

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.52% (based on 65,858,810 shares of common stock outstanding as of July 8, 2013)

- 12 TYPE OF REPORTING PERSON*

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Item 1(a). Name of Issuer:

Marathon Patent Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2331 Mill Road, Suite 100, Alexandria, VA 22314

Item 2(a). Name of Person Filing.

The statement is filed on behalf of Barry Honig, GRQ Consultants, Inc. ("GRQ"), GRQ Consultants, Inc. 401k Plan ("GRQ 401k Plan") and GRQ Consultants, Inc. Defined Benefit Plan ("GRQ Defined Plan").

Item 2(b). Address of Principal Business Office or, if None, Residence.

555 South Federal Highway #450, Boca Raton, FL 33432

Item 2(c). Citizenship.

United States/Florida

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.0001.

Item 2(e). CUSIP Number.

56585W104

Item 3. Type of Person

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: 5,454,569 (1).

(b) Percent of class: 8.27% (based on 65,858,810 shares of common stock outstanding as of July 8, 2013).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 2,585,958 (1).

(ii) Shared power to vote or to direct the vote: 2,868,611 (2).

(iii) Sole power to dispose or to direct the disposition of: 2,585,958 (1).

(iv) Shared power to dispose or to direct the disposition of: 2,868,611 (2).

- (1) Includes 2,460,958 shares of common stock and 125,000 shares of common stock underlying warrants with an exercise price of \$0.50 per share.
- (2) Includes 764,111 shares of common stock held by GRQ Consultants, Inc. (“GRQ”), 1,104,500 shares of common stock held by GRQ Consultants, Inc. 401k Plan (“GRQ 401k Plan”) and 1,000,000 shares of common stock held by GRQ Consultants, Inc. Defined Benefit Plan (“GRQ Defined Plan”). Mr. Honig is the President of GRQ and the trustee of GRQ 401k Plan and GRQ Defined Plan and is deemed to hold voting and dispositive power over shares held by such entities.
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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 9, 2013

By: /s/ Barry Honig
Barry Honig

GRQ Consultants, Inc.

Date: July 9, 2013

By: /s/ Barry Honig
Barry Honig

GRQ Consultants, Inc. 401k Plan

Date: July 9, 2013

By: /s/ Barry Honig
Barry Honig

GRQ Consultants, Inc. Defined
Benefit Plan

Date: July 9, 2013

By: /s/ Barry Honig
Barry Honig