

Murphy USA Inc.  
Form 8-K  
May 30, 2014

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

FORM 8-K

CURRENT REPORT

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

Date of report (date of earliest event reported): May 27, 2014

MURPHY USA INC.  
(Exact Name of Registrant  
as Specified in Charter)

Delaware	001-35914	46-2279221
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

200 Peach Street, El Dorado, Arkansas	71730-5836
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (870) 875-7600

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

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))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 21, 2014, Mr. John C. Rudolf (“Executive”) resigned as Executive Vice President, Marketing, of the Company (see the Company’s Report on Form 8 K filed with the Commission on May 22, 2014). In consideration of Executive’s release of claims against the Company and agreement to certain restrictive covenants, on May 27, 2014, the Company and Executive entered into an Agreement and Waiver of Rights (the “Agreement”). Under the Agreement, Executive will receive a cash payment of \$417,500, payable in four equal quarterly installments, a lump sum cash payment of \$120,000, and a pro rated portion of his 2014 award under the Company’s 2014 Annual Incentive Plan (the “Plan”), calculated based on actual performance, to be paid at the time awards are normally paid under the Plan.

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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 hereunto duly authorized.

MURPHY USA INC.

Date: May 30, 2014 By: /s/ Donald R. Smith, Jr.

Name: Donald R. Smith, Jr.

Title: Vice President and Controller

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