

MARATHON OIL CORP
Form 8-K
May 31, 2017

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 31, 2017
Marathon Oil Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------------|---|
| Delaware | 1-5153 | 25-0996816 |
| <hr/> (State or other jurisdiction of incorporation) | <hr/> (Commission File Number) | <hr/> (I.R.S. Employer Identification No.) |

| | |
|--|------------------|
| 5555 San Felipe Street, Houston, Texas | 77056 |
| <hr/> (Address of principal executive offices) | <hr/> (Zip Code) |

| | |
|--|----------------|
| Registrant's telephone number, including area code: Not Applicable | (713) 629-6600 |
|--|----------------|

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:

- 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

Marathon Oil Corporation's annual meeting of stockholders was held on May 31, 2017. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. Following are the voting results on the matters voted upon at the meeting, all of which are described more fully in our 2017 Proxy Statement.

1. Each of our directors was elected for a term expiring in 2018.

| NOMINEE | VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|--------------------------|-------------|---------------|-----------------|---------------------|
| Gaurdie E. Banister, Jr. | 636,227,467 | 4,074,681 | 636,495 | 112,286,823 |
| Gregory H. Boyce | 635,327,618 | 4,972,163 | 638,862 | 112,286,823 |
| Chadwick C. Deaton | 633,024,841 | 7,276,931 | 636,871 | 112,286,823 |
| Marcela E. Donadio | 636,277,599 | 4,051,409 | 609,635 | 112,286,823 |
| Philip Lader | 631,245,920 | 8,755,153 | 937,570 | 112,286,823 |
| Michael E. J. Phelps | 635,832,833 | 4,451,854 | 653,956 | 112,286,823 |
| Dennis H. Reilley | 632,993,960 | 7,295,221 | 649,462 | 112,286,823 |
| Lee M. Tillman | 634,939,457 | 5,383,510 | 615,676 | 112,286,823 |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2017.

VOTES FOR VOTES AGAINST VOTES ABSTAINED

739,799,080 11,832,242 1,594,144

3. The compensation of our named executive officers was approved, on an advisory basis.

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|---------------------|
| 616,118,189 | 23,242,320 | 1,578,134 | 112,286,823 |

4. An annual advisory vote on compensation for our named executive officers was approved, on an advisory basis.

| EVERY YEAR | EVERY TWO YEARS | EVERY THREE YEARS | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|-----------------|-------------------|-----------------|---------------------|
| 531,861,181 | 1,159,072 | 106,861,966 | 1,056,424 | 112,286,823 |

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.

Marathon Oil Corporation

May 31, 2017 By: /s/ Gary E. Wilson

Name: Gary E. Wilson

Title: Vice President, Controller
and Chief Accounting Officer