

Marathon Petroleum Corp  
Form 8-K  
December 14, 2015

**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): December 7, 2015**

**Marathon Petroleum Corporation**  
**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35054**  
**(Commission**  
  
**File Number)**

**27-1284632**  
**(IRS Employer**  
  
**Identification No.)**

**539 South Main Street**

**Findlay, Ohio**  
**(Address of principal executive offices)**

**45840-3229**  
**(Zip Code)**

**Registrant's telephone number, including area code: (419) 422-2121**

**(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))

**Item 8.01. Other Events.**

Marathon Petroleum Corporation (the *Company* ) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-197128):

1. Underwriting Agreement, dated as of December 7, 2015, by and among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., and Mizuho Securities USA Inc., acting as representatives of the several underwriters named therein;
2. Second Supplemental Indenture, dated as of December 14, 2015, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes);
3. Opinion of Jones Day; and
4. Computation of Ratio of Earnings to Fixed Charges.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Exhibit Description</b>
1.1	Underwriting Agreement, dated as of December 7, 2015, by and among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., and Mizuho Securities USA Inc., acting as representatives of the several underwriters named therein
4.1	Second Supplemental Indenture, dated as of December 14, 2015, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes)
5.1	Opinion of Jones Day
12.1	Computation of Ratio of Earnings to Fixed Charges
23.1	Consent of Jones Day (included in Exhibit 5.1)

**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.

Date: December 14, 2015

**MARATHON PETROLEUM  
CORPORATION**

By: /s/ J. Michael Wilder  
Name: J. Michael Wilder  
Title: Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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