

Murphy USA Inc.  
Form 8-K  
May 01, 2019

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 AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 1, 2019

MURPHY USA INC.  
(Exact name of registrant as specified in its 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

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

Not Applicable  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 1, 2019, Murphy USA Inc. held its annual meeting of stockholders. The Class III directors proposed by management were elected with a tabulation of votes to the nearest share as shown below. The directors also had broker non-votes totaling 2,371,905.

|                   | For        | Withheld |
|-------------------|------------|----------|
| R. Andrew Clyde   | 27,046,647 | 194,592  |
| David B. Miller   | 26,833,099 | 408,140  |
| R. Madison Murphy | 26,814,064 | 427,175  |

Regarding an advisory, non-binding vote on executive compensation, stockholders approved the compensation of the Company's named executive officers with 26,753,737 shares voted in favor, 431,299 shares voted against, 56,203 votes abstained and 2,371,905 broker non-votes.

Additionally, the earlier appointment by the Audit Committee of the Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for the 2019 fiscal year was approved by stockholders with 29,547,735 shares voted in favor, 19,054 shares voted against and 46,355 shares abstained.

**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 1, 2019 By: /s/ Donald R. Smith, Jr.

Name: Donald R. Smith, Jr.

Title: Vice President and Controller