

Marathon Petroleum Corp  
Form S-8  
August 05, 2016

As filed with the Securities and Exchange Commission on August 5, 2016.  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Marathon Petroleum Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 27-1284632  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)  
539 South Main Street  
Findlay, Ohio 45840-3229  
(Address of Principal Executive Offices Including Zip Code)

Marathon Petroleum Thrift Plan  
(Full Title of the Plan)

Molly R. Benson  
Vice President, Corporate Secretary and Chief Compliance Officer  
539 South Main Street  
Findlay, Ohio 45840-3229  
419-422-2121  
(Name, Address and Telephone Number of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Registered Common Stock, par value \$0.01 per share <sup>(1)</sup>	50,000,000	\$39.06 <sup>(2)</sup>	\$1,953,000,000 <sup>(2)</sup>	\$196,667.10

Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock, par value \$0.01 per share ("Common Stock"), of Marathon Petroleum Corporation (the "Registrant"), that may be offered or issued pursuant to the (1) Marathon Petroleum Thrift Plan (the "Plan") as a result of stock splits, stock dividends or other similar transactions or anti-dilution adjustments. Pursuant to Rule 416(c) of the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered pursuant to the Plan.

Estimated solely for the purposes of determining the amount of the registration fee in accordance with Rule 457(c) and 457(h) of (2) the Securities Act on the basis of the average of the high and low sale prices for the shares of the Common Stock as reported on the The New York Stock Exchange on August 1, 2016.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by the Registrant to register an additional 50,000,000 shares of the Registrant's Common Stock offered or issuable pursuant to the Plan.

This Registration Statement is solely for the registration of additional Common Stock for offer or issuance under the Plan. Therefore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (Registration No. 333-175245), including all post-effective amendments thereto, are incorporated by reference into this Registration Statement, except that provisions contained in Part II of such earlier registration statement are modified as set forth herein.

## PART I

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The documents containing the information specified in Part I will be sent or given to the participants in the Plan as required by Rule 428(b)(1). These documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (Commission File No. 001-35054);
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and June 30, 2016 (Commission File No. 0001-35054);
- (c) The Registrant's Current Reports on Form 8-K filed on January 8, 2016, February 29, 2016, March 3, 2016, April 29, 2016 and July 26, 2016, and its Current Report on Form 8-K/A filed on February 17, 2016 (Commission File No. 0001-35054); and

- (d) The description of the Common Stock contained in the Registrant's Information Statement, filed as Exhibit 99.1 to the Registrant's Registration Statement on Form 10 (Commission File No. 001-35054), initially filed on January 25, 2011, as amended by Amendment No. 5 filed on May 26, 2011, under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the Commission) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. We do not and will not, however, incorporate by reference in this Registration Statement any documents

or portions thereof that are not deemed “filed” with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K unless, and except to the extent, specified in such current reports.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

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Item 8. Exhibits.

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to MPC's Current Report on Form 8-K (Commission File No. 001-35054) filed by MPC on June 22, 2011).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to MPC's Current Report on Form 8-K (Commission File No. 001-35054) filed by MPC on February 29, 2016).
4.3	Marathon Petroleum Thrift Plan (incorporated by reference to Exhibit 10.45 to MPC's Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 001-35054).
5.1	Opinion of Counsel.  The Registrant undertakes to submit the Plan and any subsequent amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1	Powers of Attorney.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Findlay, state of Ohio, on this 5<sup>th</sup> day of August, 2016.

MARATHON PETROLEUM CORPORATION

By: /s/ Gary R. Heminger  
Gary R. Heminger  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities on August 5, 2016.

SIGNATURE	TITLE
/s/ Gary R. Heminger Gary R. Heminger	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Timothy T. Griffith Timothy T. Griffith	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ John J. Quaid John J. Quaid	Vice President and Controller (Principal Accounting Officer)
* Evan Bayh	Director
* Charles E. Bunch	Director
* David A. Daberko	Director
* Steven A. Davis	Director
* Donna A. James	Director
* James E. Rohr	Director
* Frank M. Semple	Director

\*  
John W. Snow            Director

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John P. Surma           Director

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\* This Registration Statement has been signed on behalf of the above directors by Gary R. Heminger, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: August 5, 2016 By: /s/ Gary R. Heminger  
Gary R. Heminger, Attorney-in-Fact

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Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Findlay, state of Ohio, on this 5<sup>th</sup> day of August, 2016.

MARATHON  
PETROLEUM THRIFT  
PLAN

By: /s/ Rodney P. Nichols  
Rodney P. Nichols  
Plan Administrator

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