

Marathon Petroleum Corp
Form 8-K
May 06, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) April 30, 2014

Marathon Petroleum Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35054
(Commission

File Number)

27-1284632
(IRS Employer

Identification Number)

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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders of Marathon Petroleum Corporation (the Corporation) was held on April 30, 2014. The following are the voting results on proposals considered and voted upon at the meeting.

1. ELECTION OF CLASS III DIRECTORS

The shareholders elected Steven A. Davis, Gary R. Heminger, John W. Snow and John P. Surma as Class III directors, to serve terms expiring in 2017, by the following votes:

| NOMINEE | VOTES FOR | WITHHELD | BROKER NON-VOTES |
|------------------|-------------|-----------|---------------------|
| Steven A. Davis | 205,071,298 | 7,630,240 | 29,108,950 |
| Gary R. Heminger | 207,452,730 | 5,248,808 | 29,108,950 |
| John W. Snow | 208,228,325 | 4,473,213 | 29,108,950 |
| John P. Surma | 208,266,888 | 4,434,650 | 29,108,950 |

2. RATIFICATION OF INDEPENDENT AUDITOR FOR 2014

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent auditor for the year ending December 31, 2014 by the following votes:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|---------------|-------------|---------------------|
| 239,751,954 | 1,145,732 | 912,802 | |

3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

The shareholders approved, on an advisory basis, the compensation of the Corporation's named executive officers by the following votes:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|---------------|-------------|---------------------|
| 201,822,184 | 9,090,787 | 1,788,567 | 29,108,950 |

4. SHAREHOLDER PROPOSAL

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The shareholder proposal seeking the adoption of quantitative greenhouse gas emission reduction goals and associated reports was not approved based on the following votes:

| | | | BROKER |
|------------|---------------|-------------|------------|
| VOTES FOR | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
| 63,690,137 | 113,839,695 | 35,171,706 | 29,108,950 |

5. SHAREHOLDER PROPOSAL

The shareholder proposal seeking a report on corporate lobbying expenditures, policies and procedures was not approved based on the following votes:

| | | | BROKER |
|------------|---------------|-------------|------------|
| VOTES FOR | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
| 81,098,977 | 88,889,062 | 42,713,499 | 29,108,950 |

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 Petroleum Corporation

Date: May 6, 2014

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary