

Marathon Petroleum Corp  
Form 8-K  
April 26, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 24, 2019

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

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Delaware (State or other jurisdiction of incorporation)	001-35054 (Commission File Number)	27-1284632 (IRS Employer Identification No.)
539 South Main Street Findlay, Ohio	45840 (Zip Code)	

Registrant's telephone number, including area code:  
(419) 422-2121  
(Former name or former address, if changed since last report.)

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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))
- 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. ..

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 24, 2019. The following are the voting results on proposals considered and voted upon at the meeting.

**1. ELECTION OF CLASS II DIRECTORS**

The shareholders elected Evan Bayh, Charles E. Bunch, Edward G. Galante and Kim K.W. Rucker as Class II directors, to serve terms expiring on the date of the 2022 Annual Meeting, by the following votes:

NOMINEE	VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
Evan Bayh	439,682,132	30,750,461	4,733,105	83,767,369
Charles E. Bunch	449,204,774	25,065,429	895,495	83,767,369
Edward G. Galante	467,159,984	7,254,093	751,621	83,767,369
Kim K.W. Rucker	471,676,329	2,723,589	765,780	83,767,369

**2. RATIFICATION OF INDEPENDENT AUDITOR FOR 2019**

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent auditor for the year ending December 31, 2019 by the following votes:

VOTES FOR	VOTES AGAINST	ABSTENTIONS
550,041,346	7,460,422	1,431,299

**3. APPROVAL, ON AN ADVISORY BASIS, OF 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
441,144,489	32,455,262	1,565,947	83,767,369

**4. SHAREHOLDER PROPOSAL**

The shareholder proposal seeking a shareholder right to action by written consent was not approved based on the following votes:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
225,636,537	247,588,302	1,940,859	83,767,369

**5. SHAREHOLDER PROPOSAL**

The shareholder proposal seeking an independent chairman policy was not approved based on the following votes:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
121,770,958	351,790,602	1,604,138	83,767,369

**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: April 26,  
2019

By: /s/ Molly R. Benson

Name: Molly R. Benson

Title: Vice President, Chief Securities, Governance & Compliance Officer and Corporate Secretary