

MPLX LP
Form SC 13D/A
March 06, 2017

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

SCHEDULE 13D/A
(Amendment No. 5)
Under the Securities Exchange Act of 1934

MPLX LP
(Name of Issuer)
Common Units Representing Limited Partner Interests
(Title of Class of Securities)
55336V100
(CUSIP Number)
Molly R. Benson
Vice President, Corporate Secretary and Chief Compliance Officer
Marathon Petroleum Corporation
539 South Main Street
Findlay, Ohio 45840
(419) 422-2121
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
March 1, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 55336V100

Name of Reporting Person:

1. Marathon Petroleum Corporation
Check the Appropriate Box if a Member of Group (See Instructions):
(a) " " (b) "
- 2.
3. SEC Use Only:

Source of Funds:

4. OO
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):
5. Citizenship or Place of Organization:
- 6.

Delaware

Sole Voting Power:

Number

of —

Shares Shared Voting Power:

Beneficially

Owned 99,579,689⁽¹⁾

Each Sole Dispositive Power:

Reporting

Person —

With: Shared Dispositive Power:

10.

99,579,689⁽¹⁾

Aggregate Amount

Beneficially Owned by Each

11. Reporting Person:

99,579,689⁽¹⁾

Check if the Aggregate

12. Amount in Row (11) Excludes

Certain Shares:

13. Percent of Class Represented

By Amount In Row (11):

26.9%⁽²⁾

Type of Reporting Person:

14.

CO

- MPLX Logistics Holdings LLC (“MPLX Logistics”) beneficially owns 63,195,426 common units representing limited partner interests (“MPLX Common Units”) in the Issuer. MPLX Holdings Inc. (“MPLX Holdings”) beneficially owns 27,186,363 MPLX Common Units in the Issuer. MPLX GP LLC (“MPLX GP”) beneficially owns 9,197,900 MPLX
1. Common Units in the Issuer. MPC Investment LLC (“MPC Investment”) owns all of the membership interests in MPLX Logistics and MPLX GP and all of the shares of stock of MPLX Holdings. Marathon Petroleum Corporation (“MPC”) owns all of the membership interests in MPC Investment. Accordingly, MPC and MPC Investment both may be deemed to indirectly beneficially own the MPLX Common Units directly held by MPLX Logistics, MPLX Holdings and MPLX GP.
 2. Based upon 370,218,037 MPLX Common Units issued and outstanding as of March 1, 2017, as reported by the Issuer to the Reporting Persons.
-

CUSIP No.: 55336V100

Name of Reporting Person:

1. MPC Investment LLC
Check the Appropriate Box if a
Member of Group (See
2. Instructions):
(a) " (b) "
3. SEC Use Only:

Source of Funds:

4. OO
Check if Disclosure of Legal
Proceedings is Required
5. Pursuant to Items 2(d) or
2(e):

Citizenship or Place of
6. Organization:

Delaware

Sole Voting Power:

Number

of —

Shares Shared Voting Power:

Beneficially

Owned 99,579,689⁽¹⁾

Each Sole Dispositive Power:

Reporting

Person —

With: Shared Dispositive Power:

10.

99,579,689⁽¹⁾

Aggregate Amount

Beneficially Owned by Each

11. Reporting Person:

99,579,689⁽¹⁾

Check if the Aggregate

12. Amount in Row (11) Excludes
Certain Shares:

13. Percent of Class Represented
By Amount In Row (11):

26.9%⁽²⁾

Type of Reporting Person:

14.

OO

MPLX Logistics Holdings LLC (“MPLX Logistics”) beneficially owns 63,195,426 common units representing limited partner interests (“MPLX Common Units”) in the Issuer. MPLX Holdings Inc. (“MPLX Holdings”) beneficially owns 27,186,363 MPLX Common Units in the Issuer. MPLX GP LLC (“MPLX GP”) beneficially owns 9,197,900 MPLX Common Units in the Issuer.

1. MPC Investment LLC (“MPC Investment”) owns all of the membership interests in MPLX Logistics and MPLX GP and all of the shares of stock of MPLX Holdings. Marathon Petroleum Corporation (“MPC”) owns all of the membership interests in MPC Investment. Accordingly, MPC and MPC Investment both may be deemed to indirectly beneficially own the MPLX Common Units directly held by MPLX Logistics, MPLX Holdings and MPLX GP.

² Based upon 370,218,037 MPLX Common Units issued and outstanding as of March 1, 2017, as reported by the Issuer to the Reporting Persons.

CUSIP No.: 55336V100

Name of Reporting Person:

1. MPLX Logistics Holdings
LLC
Check the Appropriate Box if a
Member of Group (See
2. Instructions):
(a) " (b) "
3. SEC Use Only:

Source of Funds:

4. OO
Check if Disclosure of Legal
Proceedings is Required
5. Pursuant to Items 2(d) or
2(e):

Citizenship or Place of
Organization:

6. Delaware
Sole Voting Power:

Number
of —
Shares Shared Voting Power:
Beneficially
Owned ~~By~~ 63,195,426
Each Sole Dispositive Power:
Reporting
Person —
With: Shared Dispositive Power:
10.
63,195,426

Aggregate Amount
Beneficially Owned by Each

11. Reporting Person:

63,195,426
Check if the Aggregate
Amount in Row (11) Excludes
12. Certain Shares:

13. Percent of Class Represented
By Amount In Row (11):

17.1%⁽¹⁾

Type of Reporting Person:

14.

OO

1. Based upon 370,218,037 MPLX Common Units issued and outstanding as of March 1, 2017, as reported by the Issuer to the Reporting Persons.

CUSIP No.: 55336V100

Name of Reporting Person:

1. MPLX Holdings Inc.
Check the Appropriate Box if a
Member of Group (See
2. Instructions):
(a) " (b) "
3. SEC Use Only:

Source of Funds:

4. OO
Check if Disclosure of Legal
Proceedings is Required
5. Pursuant to Items 2(d) or
2(e):

Citizenship or Place of
6. Organization:

Delaware

Sole Voting Power:

Number

of —

Shares Shared Voting Power:

Beneficially

Owned 27,186,363

Each Sole Dispositive Power:

Reporting

Person —

With: Shared Dispositive Power:

10.

27,186,363

Aggregate Amount

Beneficially Owned by Each

11. Reporting Person:

27,186,363

Check if the Aggregate

12. Amount in Row (11) Excludes
Certain Shares:

13. Percent of Class Represented
By Amount In Row (11):

7.3%⁽¹⁾

Type of Reporting Person:

14.

OO

¹ Based upon 370,218,037 MPLX Common Units issued and outstanding as of March 1, 2017, as reported by the Issuer to the Reporting Persons.

CUSIP No.: 55336V100

Name of Reporting Person:

1. MPLX GP LLC
Check the Appropriate Box if a
Member of Group (See
2. Instructions):
(a) " (b) "
3. SEC Use Only:

Source of Funds:

4. OO
Check if Disclosure of Legal
Proceedings is Required
5. Pursuant to Items 2(d) or
2(e):

Citizenship or Place of
6. Organization:

Delaware

Sole Voting Power:

- Number
of —
Shares Shared Voting Power:
Beneficially
Owned By 197,900⁽¹⁾
Each Sole Dispositive Power:
Reporting
Person —
With: Shared Dispositive Power:
10.
9,197,900⁽¹⁾
Aggregate Amount
Beneficially Owned by Each
11. Reporting Person:⁽¹⁾

9,197,900⁽¹⁾

Check if the Aggregate

12. Amount in Row (11) Excludes
Certain Shares:

13. Percent of Class Represented
By Amount In Row (11):

2.5%⁽²⁾

Type of Reporting Person:

14.

OO

The Reporting Person, sole general partner of the Issuer, also owns 7,636,916 general partner units representing a two percent general partner interest in the Issuer, as well as incentive distribution rights in the Issuer, entitling the Reporting Person to receive increasing percentages of quarterly distributions in excess of specified amounts.

¹ Based upon 370,218,037 MPLX Common Units issued and outstanding as of March 1, 2017, as reported by the Issuer to the Reporting Persons.

Explanatory Note: This Amendment No. 5 (this “Amendment”) filed by Marathon Petroleum Corporation (“MPC”), MPC Investment LLC (“MPC Investment”), MPLX Logistics Holdings LLC (“MPLX Logistics”), MPLX GP LLC (“MPLX GP”) and MPLX Holdings Inc. (“MPLX Holdings”) amends and supplements the statement on Schedule 13D concerning the common units representing limited partner interests (“MPLX Common Units”) in MPLX LP (the “Issuer”) filed on December 3, 2014 and as amended on December 12, 2014, August 19, 2015, December 7, 2015 and April 4, 2016 (the “Schedule 13D”). The Schedule 13D is not modified except as specifically provided herein. Any terms capitalized but not defined herein shall have the same meaning as defined in the Schedule 13D.

Item 1. Security and Issuer

No changes to this Item.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby supplemented as follows:

The information required by subparagraphs (a), (b), (c) and (f) of this Item with respect to the directors and executive officers of the Reporting Persons is set forth on Schedule I attached hereto and is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby supplemented as follows:

On March 1, 2017, the Issuer entered into a Membership Interests Contributions Agreement (the “Contributions Agreement”) with MPLX GP, MPLX Logistics, MPLX Holdings and MPC Investment. Pursuant to the Contributions Agreement, MPC Investment agreed to contribute the outstanding membership interests in Hardin Street Transportation LLC, Woodhaven Cavern LLC and MPLX Terminals LLC through a series of intercompany contributions to the Partnership for approximately \$1.511 billion in cash and equity consideration valued at approximately \$504 million (the “Transaction”).

In connection with the closing of the Transaction on March 1, 2017, the Partnership issued (i) 9,197,900 MPLX Common Units to MPLX GP, (ii) 2,630,427 MPLX Common Units to MPLX Logistics and (iii) 1,132,049 Common Units to MPLX Holdings. The Partnership also issued 264,497 general partner units to MPLX GP in order to maintain its two percent general partner interest in the Partnership.

The foregoing description of the Contributions Agreement is not complete and is qualified in its entirety by reference to the full text of the Contributions Agreement, which is filed as Exhibit 99.1 hereto, and incorporated herein by reference.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented as follows:

The purpose of the acquisition of the MPLX Common Units and the general partner units that were the subject of the Contributions Agreement is for genera