

Marathon Petroleum Corp  
Form 8-K  
February 01, 2017

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) January 27, 2017

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

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| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-35054<br>(Commission File Number) | 27-1284632<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

539 South Main Street  
Findlay, Ohio  
(Address of principal executive offices) (Zip Code)  
45840  
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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On January 27, 2017, the Board of Directors (the “Board”) of Marathon Petroleum Corporation (the “Company”) increased the size of the Board to twelve members and elected J. Michael Stice as a director of the Company, with such increase in the size of the Board and election effective as of February 22, 2017. As of the date hereof, the Board has not determined any committee appointments for Mr. Stice.

As a non-employee director, Mr. Stice will receive compensation in the same manner as the Company’s other non-employee directors. The Company previously disclosed the terms of non-employee director compensation in its definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 15, 2016.

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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: February 1, 2017    By:    /s/ Molly R. Benson  
Name: Molly R. Benson  
Title: Vice President, Corporate Secretary and Chief Compliance Officer