

MARATHON OIL CORP
 Form 8-K
 March 07, 2018

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 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): March 1, 2018
 Marathon Oil Corporation

 (Exact name of registrant as specified in its charter)

Delaware	1-5153	25-0996816
_____ (State or other jurisdiction of incorporation)	_____ (Commission File Number)	_____ (I.R.S. Employer Identification No.)

5555 San Felipe Street, Houston, Texas	77056
_____ (Address of principal executive offices)	_____ (Zip Code)

Registrant's telephone number, including area code: Not Applicable	(713) 629-6600
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 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))

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 2.01 Completion of Acquisition or Disposition of Assets.

On March 1, 2018, Marathon Oil Corporation completed the sale of its subsidiary, Marathon Oil Libya Limited, which holds the Company's 16.33 percent non-operated interest in the Waha concessions in Libya, to a subsidiary of Total S.A. (Elf Aquitaine SAS) for cash consideration of \$450 million. The effective date of the transaction is January 1, 2018.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Information

The unaudited pro forma consolidated balance sheet of Marathon Oil Corporation as of December 31, 2017, and the unaudited pro forma consolidated statement of income of Marathon Oil Corporation for the year ended December 31, 2017 are included as Exhibit 99.1 to this report and are incorporated into this Item 9.01 by reference.

(d) Exhibits:

Number Exhibit

99.1 Unaudited Pro Forma Consolidated Financial Statements of Marathon Oil Corporation

SIGNATURE

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.

Date: March 7, 2018 MARATHON OIL CORPORATION

By: /s/ Gary E. Wilson
Name: Gary E. Wilson
Title: Vice President, Controller and Chief Accounting Officer

EXHIBIT INDEX

Number Exhibit

99.1 Unaudited Pro Forma Consolidated Financial Statements of Marathon Oil Corporation