

Marathon Petroleum Corp  
Form 8-K  
April 30, 2018

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 30, 2018

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

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|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 001-35054                   | 27-1284632                              |
| (State or Other Jurisdiction<br>of Incorporation)                     | (Commission<br>File Number) | (IRS Employer<br>Identification Number) |
| 539 South Main Street<br>Findlay, Ohio                                |                             | 45840-3229                              |
| (Address of Principal Executive Offices)                              | (Zip Code)                  |   |
| Registrant's telephone number, including area code:<br>(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 2.02 Results of Operations and Financial Condition.

On April 30, 2018, Marathon Petroleum Corporation (“MPC”) issued a press release announcing first-quarter 2018 earnings. The press release is being furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On April 30, 2018, MPC posted to its website a presentation titled “First-Quarter 2018 Earnings” (the “Presentation”) at <http://ir.marathonpetroleum.com>. The slides attached as Exhibit 99.2 to this Current Report on Form 8-K are incorporated herein by reference. Information on or accessible through the MPC website is not, and shall not be deemed to be, part of this Current Report on Form 8-K.

The information provided in this Item 7.01 (including Exhibit 99.2) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| <u>99.1</u>    | Press Release dated April 30, 2018, issued by Marathon Petroleum Corporation |
| <u>99.2</u>    | First-Quarter 2018 Earnings Presentation                                     |

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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: April 30, 2018 By: /s/ John J. Quaid

Name: John J. Quaid

Title: Vice President and Controller