

## Section 1: 8-K (8-K)

**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) December 15, 2019**

**MPLX LP**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation)*

**001-35714**

*(Commission File Number)*

**27-0005456**

*(IRS Employer  
Identification No.)*

**200 E. Hardin Street, Findlay, Ohio 45840**

*(Address of principal executive offices) (Zip code)*

Registrant's telephone number, including area code: **(419) 421-2414**

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))

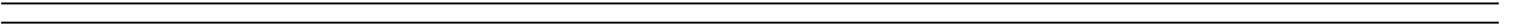
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Units Representing Limited Partnership Interests	MPLX	New York Stock Exchange

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 8.01 Other Events.**

On December 15, 2019, MPLX LP (“MPLX”) and Marathon Petroleum Corporation (“MPC”) entered into a letter agreement (the “Cooperation Agreement”) with Elliott Associates, L.P., Elliott International, L.P. and Elliott International Capital Advisors Inc. (collectively, “Elliott”). MPLX is a master limited partnership majority owned and controlled by MPC.

Pursuant to the Cooperation Agreement, and subject to the conditions set forth therein, effective December 16, 2019, the board of directors of MPC (the “MPC Board”) appointed Jonathan Z. Cohen to the vacancy created by Gregory J. Goff’s resignation from the MPC Board. The MPC Board also appointed Mr. Cohen to serve on the special committee of the MPC Board charged with evaluating options for MPC’s Midstream business (the “Midstream Review Committee”). Also under the Cooperation Agreement, Elliott has the right to designate an independent individual reasonably acceptable to MPC (such acceptance not to be unreasonably withheld, conditioned or delayed) to serve in a non-voting capacity as advisor to the Midstream Review Committee.

## 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.

MPLX LP

By: MPLX GP LLC, its General Partner

Date: December 16, 2019

By: /s/ Molly R. Benson

Name: Molly R. Benson

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

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