

Marathon Petroleum Corp  
Form 8-K  
December 16, 2016

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) December 16, 2016

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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      (Commission File Number)      (IRS Employer  
of incorporation)                                      Identification No.)

539 South Main Street                                      45840  
Findlay, Ohio  
(Address of principal executive offices)      (Zip Code)  
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board of Directors of Marathon Petroleum Corporation (the “Company”) has approved an amendment to the Company’s Amended and Restated Bylaws, effective December 16, 2016, to establish January 9, 2017 as the date by which a stockholder who timely requested the form of certain director nominating documents pursuant to the prescribed timeliness provisions within the Company’s Amended and Restated Bylaws must submit any director nomination in connection with the Company’s 2017 annual meeting. The foregoing is a summary of the amendment to the Company’s Amended and Restated Bylaws incorporated into Section 2.10(b), which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Amendment to Section 2.10(b) of the Amended and Restated Bylaws of Marathon Petroleum Corporation.

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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: December 16, 2016 By: /s/ Molly R. Benson

Name: Molly R. Benson

Title: Vice President, Corporate Secretary and Chief Compliance Officer

Index to Exhibits

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