

Marathon Petroleum Corp
Form DEFA14A
November 21, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
Filed by the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Marathon Petroleum Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

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Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On November 21, 2016, Marathon Petroleum Corporation (MPC) issued a press release concerning a letter and presentation directed to its board of directors. A copy of the press release is filed herewith as Exhibit 1.

On November 21, 2016 MPC sent an email communication to its employees concerning the November 21 press release, a copy of which is filed herewith as Exhibit 2. The communication contained a link to an October 27, 2016 press release, also included in Exhibit 2.

On November 21, 2016, MPC sent an email communication to certain members of management with talking points regarding its November 21 press release, a copy of which is filed herewith as Exhibit 3. The email contained a link to an October 27, 2016 press release, which is included in Exhibit 2.

On November 21, 2016, MPC used a presentation with certain investors, which is included as Exhibit 4.