

MARATHON OIL CORP
Form 8-K
May 09, 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): May 3, 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
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(Address of principal executive offices)	(Zip Code)
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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 3, 2018, Mr. Michael E. J. Phelps, a member of Marathon Oil Corporation's Board of Directors since January 2009, informed the Board that he will not be standing for re-election and his term as director will cease effective as of the date of the Company's 2018 Annual Meeting of Stockholders, which is scheduled to be held on May 30, 2018. Mr. Phelps is leaving to pursue other opportunities and his decision not to stand for re-election is not a result of any disagreement on any matter relating to the Company's operations, policies or practices. The Company thanks Mr. Phelps for his service.

The Board is not providing a substitute nominee, and any votes for Mr. Phelps on proxy cards will be disregarded. The Board anticipates reducing the size of the Board after the 2018 Annual Meeting.

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 Oil Corporation

May 9, 2018 By: /s/ Gary E. Wilson

Name: Gary E. Wilson

Title: Vice President, Controller and Chief Accounting Officer