

MPLX LP  
Form 8-K  
May 02, 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) May 2, 2016

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MPLX LP  
(Exact name of registrant as specified in its charter)

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|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-35714<br>(Commission File Number) | 27-0005456<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

200 E. Hardin Street  
Findlay, Ohio  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code:  
(419) 672-6500  
(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 8.01 Other Events.

On March 14, 2016, MPLX LP (the "Partnership") entered into a Membership Interests Contribution Agreement (the "Contribution Agreement") with MPLX GP LLC, MPLX Logistics Holdings LLC and MPC Investment LLC, each a wholly-owned subsidiary of Marathon Petroleum Corporation ("MPC"). Pursuant to the terms of the Contribution Agreement, on March 31, 2016, the Partnership acquired all of the outstanding limited liability company interests of Hardin Street Marine LLC ("HSM"). HSM owns and operates towboats (i.e., towing vessels), barges and third-party chartered equipment for the transportation of crude oil, feedstocks, refined products and other hydrocarbon-based products to and from refineries and terminals owned by MPC.

Accordingly, in Exhibit 99.1 to this Current Report on Form 8-K we have recast certain information within our Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on February 26, 2016 (the "Previously Filed Annual Report") to reflect the acquisition of HSM for all periods presented in the following sections:

Part II, Item 6. Selected Financial Data.

Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Part II, Item 8. Financial Statements and Supplementary Data.

As this Current Report on Form 8-K is being filed only for the purpose described above and only affects the Items specified above, the other information in the Previously Filed Annual Report remains unchanged. No attempt has been made in this Current Report on Form 8-K to modify or update disclosures in the Previously Filed Annual Report except for within the Items noted above. This Current Report on Form 8-K does not reflect events occurring after the filing of the Previously Filed Annual Report or modify or update any related disclosures. Information within the Previously Filed Annual Report not affected by this Current Report on Form 8-K is unchanged and reflects the disclosure made at the time of the filing of the Previously Filed Annual Report. Accordingly, this Current Report on Form 8-K should be read in conjunction with the Previously Filed Annual Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 12.1           | Computation of Ratio of Earnings to Fixed Charges  |
| 23.1           | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.  |
| 99.1           | Updated Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and Financial Statements and Supplementary Data of the MPLX LP Annual Report on Form 10-K for the year ended December 31, 2015. |
| 101.INS        | XBRL Instance Document.  |
| 101.SCH        | XBRL Schema Document.  |
| 101.CAL        | XBRL Calculation Linkbase Document.  |
| 101.DEF        | XBRL Definition Linkbase Document.   |
| 101.LAB        | XBRL Labels Linkbase Document.   |
| 101.PRE        | XBRL Presentation Linkbase Document.   |



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: May 2, 2016 By: /s/ Nancy K. Buese  
Name: Nancy K. Buese  
Title: Executive Vice President and Chief Financial Officer

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Index to Exhibits

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