

Murphy USA Inc.

Form S-8

September 12, 2013

As filed with the Securities and Exchange Commission on September 12, 2013

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Murphy USA Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	46-2279221
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

200 Peach Street	71731-5836
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El Dorado, Arkansas
(Address of Principal Executive Offices) (Zip Code)

Murphy USA Inc. 2013 Long-Term Incentive Plan
Murphy USA Inc. 2013 Stock Plan for Non-Employee Directors

Murphy USA Inc. Savings Plan

(Full Title of the Plans)

John A. Moore, Esq.

Senior Vice President, General Counsel and
Secretary
200 Peach Street

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P.O. Box 7300

El Dorado, AR 71731-7300

(Name and Address of Agent For Service)

(870) 875-7600

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Jeffrey P. Crandall, Esq.

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, NY, 10017

(212) 450-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	11,500,000	\$ 39.04	\$ 448,960,000	\$ 238.14

(1) Represents 10,000,000 shares of common stock of the Company, \$0.01 par value, issuable pursuant to the Murphy USA Inc. 2013 Long-Term Incentive Plan (the “2013 LTIP”), 500,000 shares issuable pursuant to the Murphy USA Inc. 2013 Stock Plan for Non-Employee Directors (the “2013 NEDP”) and 1,000,000 shares issuable pursuant to the Murphy USA Inc. Savings Plan (the “Savings Plan”) and, together with the 2013 LTIP and the 2013 NEDP, the “Plans”). Pursuant to Rule 416 of the General Rules and Regulations under the Securities Act of 1933, as amended (the

“Securities Act”), there are also registered hereunder such indeterminate number of additional shares as may become subject to awards under the Plans as a result of the antidilution provisions contained therein. Pursuant to Rule 416(c) of the Securities Act, this registration statement on Form S 8 shall be deemed to register an undetermined amount of interests in the Savings Plan.

(2) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, based upon the average of the reported high and low sale prices of shares of the common stock on the New York Stock Exchange on September 11, 2013.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Murphy USA Inc. (the “Company” or the “Registrant”) with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities and Exchange Act of 1934, as amended (the “1934 Act” or “Exchange Act”), Commission File No. 001-35914, are incorporated by reference herein:

(1) The Company's audited financial statements included in the Company's 1934 Act registration statement on Form 10 filed with the Commission on August 15, 2013;

(2) The Company's Current Reports on Form 8-K filed with the Commission on each of August 16, 2013, August 22, 2013, and September 5, 2013;

(3) All other reports filed with the Commission by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the 1934 Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold; and

(4) The description of the Company's common stock contained in the Company's 1934 Act registration statement on Form 10, filed with the Commission on August 15, 2013, including any amendment thereto or report filed for the purpose of updating such description; and

(5) The Savings Plan's most recent annual report filed after the date hereof with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act.

Any statement contained herein or made in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which is also incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable, see Item 3(4) above.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of original issuance common stock offered under this registration statement is being passed upon for the Company by John A. Moore, Esq., Senior Vice President, General Counsel and Secretary of the Company. Mr. Moore is an officer and employee of the Company and, as such, participates in certain of the Company's benefit plans, including the 2013 LTIP.

The Company undertakes to submit the Savings Plan to the Internal Revenue Service (“IRS”) for a determination that the Savings Plan is qualified and to make all changes required by the IRS in order to qualify the Savings Plan.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and

amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the corporation. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. Our amended and restated certificate of incorporation and bylaws provide for indemnification of directors and officers to the fullest extent permitted by Section 145 of the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. Our amended and restated certificate of incorporation provides for such limitation of liability.

We maintain standard policies of insurance under which coverage is provided to our directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act.

The above discussion of our amended and restated certificate of incorporation, bylaws, indemnification agreements and Sections 102(b)(7) and 145 of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by such amended and restated certificate of incorporation, bylaws, indemnification agreements and statutes.

Item 7. Exemption for Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

Number Description

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| 3.1 | Form of Murphy USA Inc. Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to our Form 10 filed on August 7, 2013 (Commission File No. 001-35914) and incorporated herein by reference) |
| 3.2 | Form of Murphy USA Inc. Amended and Restated Bylaws (filed as Exhibit 3.2 to our Form 10 filed on August 7, 2013 (Commission File No. 001-35914) and incorporated herein by reference) |
| 4.1 | Murphy USA Inc. Savings Plan |
| 5.1 | Opinion of John A. Moore, Senior Vice President, General Counsel and Secretary of Murphy USA Inc., with respect to the original issuance of Company common stock under the Plans |
| 23.1 | Consent of Independent Registered Public Accounting Firm, KPMG LLP |
| 23.2 | Consent of John A. Moore (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included in signature page) |
| 99.1 | Murphy USA Inc. 2013 Long-Term Incentive Plan |
| 99.2 | Murphy USA Inc. 2013 Stock Plan for Non-Employee Directors |
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Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) If the Registrant is relying on Rule 430B:

- (A) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of this Registration Statement as of the date the filed prospectus was deemed part of and included in this Registration Statement; and
- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

- (ii) If the Registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (5) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities:
- (a) The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Dorado, State of Arkansas, on September 12, 2013.

MURPHY USA INC.

By: /s/ Donald R. Smith, Jr.

Name: Donald R. Smith Jr.

Title: Vice President and Controller

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John A. Moore and Magen R. Olive, and each of them, the true and lawful attorneys-in-fact of the undersigned, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments to this Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rules 413 or 462 under the Securities Act of 1933, and to file or cause to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on August 28, 2013 in the capacities indicated.

SIGNATURE	TITLE
/s/ R. Madison Murphy R. Madison Murphy	Chairman and Director
/s/ R. Andrew Clyde R. Andrew Clyde	President, Chief Executive Officer and Director
/s/ Claiborne P. Deming Claiborne P. Deming	Director
/s/ Thomas M. Gattle, Jr. Thomas M. Gattle, Jr.	Director
Robert A. Hermes	Director
/s/ Fred Holliger Fred Holliger	Director
/s/ Christoph Keller, III Christoph Keller, III	Director
/s/ James W. Keyes James W. Keyes	Director
/s/ Diane N. Landen Diane N. Landen	Director
/s/ Jack T. Taylor Jack T. Taylor	Director
/s/ Mindy K. West Mindy K. West	Executive Vice President, Chief Financial Officer and Treasurer
/s/ Donald R. Smith, Jr. Donald R. Smith, Jr.	Vice President and Controller

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Murphy USA Inc. Savings Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Dorado, State of Arkansas, on September 12, 2013.

MURPHY USA INC. SAVINGS
PLAN

By: /s/ John A. Moore
Employee Benefits Committee
Name: John A. Moore
Title: Chairman

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