

MPLX LP  
Form 8-K  
February 08, 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) February 5, 2018**

**MPLX LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35714**  
**(Commission**

**File Number)**

**27-0005456**  
**(IRS Employer**

**Identification No.)**

**200 E. Hardin Street**

**Findlay, Ohio**

**(Address of principal executive  
offices)**

**45840**

**(Zip Code)**

**Registrant's telephone number, including area code: (419) 421-2414**

**(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 8.01 Other Events.**

MPLX LP (the Issuer ) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-220267):

1. Underwriting Agreement, dated as of February 5, 2018, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and each of Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Mizuho Securities USA LLC, J.P. Morgan Securities LLC, MUFG Securities Americas Inc., Wells Fargo Securities, LLC, acting as representatives of the several underwriters named therein;
2. Eighth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
3. Ninth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
4. Tenth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
5. Eleventh Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
6. Twelfth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
7. Opinion of Jones Day; and
8. Computation of Ratio of Earnings to Fixed Charges.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Description**

- |     |                                                                                                                                                                                                                                                                                                           |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | <u>Underwriting Agreement, dated as of February 5, 2018, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and each of Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Barclays Capital Inc., Mizuho Securities USA LLC, J.P. Morgan Securities LLC, MUFG Securities Americas</u> |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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- Inc., Wells Fargo Securities, LLC, acting as representatives of the several underwriters named therein
- 4.1 Eighth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee
- 4.2 Ninth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee
- 4.3 Tenth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee
- 4.4 Eleventh Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee
- 4.5 Twelfth Supplemental Indenture, dated as of February 8, 2018, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee
- 5.1 Opinion of Jones Day
- 12.1 Ratio of Earnings to fixed charges
- 23.1 Consent of Jones Day (included in Exhibit 5.1)

**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: February 8, 2018

By: /s/ Pamela K.M. Beall

Name: Pamela K.M. Beall

Title: Executive Vice President and Chief Financial Officer