

MPLX LP  
Form 8-K  
April 03, 2017

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) March 31, 2017

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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)  
45840  
Registrant's telephone number, including area code:  
(419) 421-2414  
(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 3.02 Unregistered Sales of Equity Securities.

In connection with the issuance by MPLX LP (“MPLX”) of 35,090 common units upon the vesting of phantom units under the MPLX 2012 Incentive Compensation Plan and 4,151,258 common units under MPLX’s at-the-market equity offering program during the month of March, on March 31, 2017, MPLX GP LLC purchased 85,436 general partner units for \$3,065,857 in cash to maintain its two percent general partner interest in MPLX. The general partner units were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

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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: April 3, 2017 By: /s/ Molly R. Benson  
Name: Molly R. Benson  
Title: Vice President, Corporate Secretary and Chief Compliance Officer