

MARATHON OIL CORP  
Form 8-K  
July 18, 2017

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): July 13, 2017

Marathon Oil Corporation

(Exact Name of Registrant as Specified in 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  
(Address of Principal Executive Offices)  
(Zip Code)  
(713) 629-6600

(Registrant's telephone number, including area code)

Not Applicable

(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))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 13, 2017, Marathon Oil Corporation (“MRO” or the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”), by and among the Company, J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as representatives of the several underwriters named therein, pursuant to which it agreed to offer to the public \$1,000,000,000 aggregate principal amount of its 4.40% Senior Notes due 2027 (the “Notes”) under its automatic shelf registration statement on Form S-3 (No. 333-215733), which was filed and deemed automatically effective by the Securities and Exchange Commission on January 25, 2017. The aggregate proceeds from the offerings, net of initial purchasers’ discounts and offering expenses, will be used to redeem in full the Company’s 6.0% Senior Notes due 2017, 5.90% Senior Notes due 2018 and 7.50% Senior Notes due 2019. If we do not redeem all of these notes or the aggregate amount redeemed is less than the net proceeds of this offering, we will use the remainder of those proceeds for general corporate purposes. Pending any specific application, the Company may initially invest funds in short-term marketable securities or apply them to the reduction of short-term indebtedness.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company and other customary obligations of the parties and termination provisions. The Underwriting Agreement also provides for the indemnification by the Company of the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The closing of the sale of the Notes is expected to occur on July 24, 2017, subject to customary closing conditions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Relationships

Some of the underwriters and their affiliates have, from time to time, performed various investment or commercial banking, financial advisory and lending services, including serving as counterparties to certain derivative and hedging arrangements, for the Company in the ordinary course of business for which they have received customary fees and expenses. Some of the underwriters or affiliates of some of the underwriters are lenders under some of the Company’s credit facilities and an affiliate of an underwriter will act as Trustee for the Notes.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

1.1 Underwriting Agreement by and among Marathon Oil Corporation, J.P. Morgan Securities LLC and Citigroup Global Markets Inc., dated July 13, 2017.

99.1 Press Release issued by Marathon Oil Corporation, dated July 13, 2017.



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

By: /s/ Gary E. Wilson

July 18, 2017

Name: Gary E. Wilson

Title: Vice President, Controller and Chief Accounting Officer

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Exhibit Index

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