

MAGELLAN MIDSTREAM PARTNERS LP
Form 8-K
April 27, 2016

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): April 21, 2016

MAGELLAN MIDSTREAM PARTNERS, L.P.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--------------------------|-----------------------------------|
| DELAWARE | 1-16335 | 73-1599053 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

One Williams Center
Tulsa, Oklahoma 74172
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (918) 574-7000

(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 5.07. Submission of Matters to a Vote of Security Holders.

On April 21, 2016, Magellan Midstream Partners, L.P. (the "Partnership") held its Annual Meeting of Limited Partners ("Annual Meeting") pursuant to due notice. Holders of a total of 204,830,135 common units, or 89.92% of the Partnership's common units outstanding, were present in person or by proxy at the Annual Meeting. The voting results follow:

1. One Class II director of the Partnership's general partner's board of directors was elected to serve until the 2019 Annual Meeting by the following votes:

| Director | For | Withheld |
|----------|-----|----------|
|----------|-----|----------|

| | | |
|-------------------|-------------|-----------|
| Walter R. Arnheim | 136,010,466 | 1,260,314 |
|-------------------|-------------|-----------|

2. The Magellan Midstream Partners' Long-Term Incentive Plan was amended and restated to increase the number of units authorized to be issued under the plan by the following votes:

| For | Against | Abstain |
|-----|---------|---------|
|-----|---------|---------|

| | | |
|-------------|-----------|-----------|
| 131,127,933 | 5,090,493 | 1,052,354 |
|-------------|-----------|-----------|

3. The following resolution regarding executive compensation was approved by the following votes:

RESOLVED that the unitholders of Magellan Midstream Partners, L.P. (the "Partnership") approve, on an advisory basis, the compensation of the Partnership's named executive officers, as described in the section in the proxy statement entitled "Compensation of Directors and Executive Officers," in accordance with the compensation disclosure rules of the Securities and Exchange Commission (including the Compensation Discussion and Analysis, the executive compensation tables and the related footnotes and narratives accompanying the tables).

| For | Against | Abstain |
|-----|---------|---------|
|-----|---------|---------|

| | | |
|-------------|-----------|-----------|
| 131,519,781 | 4,531,798 | 1,219,201 |
|-------------|-----------|-----------|

4. The appointment of Ernst & Young LLP to audit the Partnership's 2016 financial statements was ratified by the following votes:

| For | Against | Abstain |
|-----|---------|---------|
|-----|---------|---------|

| | | |
|-------------|-----------|---------|
| 203,212,099 | 1,099,769 | 518,267 |
|-------------|-----------|---------|

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.

Magellan Midstream
Partners, L.P.

By: Magellan GP, LLC,
its general partner

Date: April 27, 2016 By: /s/ Suzanne H. Costin
Name: Suzanne H. Costin
Title: Corporate Secretary