

MARATHON OIL CORP
Form 8-K
May 01, 2014

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 30, 2014

Marathon Oil Corporation

(Exact name of registrant as specified in its 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 | 77056 |
| _____ (Address of principal executive offices) | _____ (Zip Code) |

Registrant's telephone number, including area code: (713) 629-6600

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))

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

The annual meeting of stockholders was held on April 30, 2014. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in Marathon Oil's 2014 Proxy Statement.

1. Each of our directors was elected for a term expiring in 2015. Votes regarding the persons elected to serve as directors were as follows:

| NOMINEE | VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|----------------------|-------------|---------------|-----------------|------------------|
| Gregory H. Boyce | 504,224,247 | 19,808,976 | 1,723,752 | 68,220,822 |
| Pierre Brondeau | 442,223,267 | 81,802,903 | 1,730,805 | 68,220,822 |
| Linda Z. Cook | 504,897,021 | 19,151,909 | 1,708,045 | 68,220,822 |
| Chadwick C. Deaton | 452,452,444 | 71,510,323 | 1,794,208 | 68,220,822 |
| Shirley Ann Jackson | 434,212,939 | 89,815,019 | 1,729,017 | 68,220,822 |
| Philip Lader | 498,560,062 | 25,465,121 | 1,731,792 | 68,220,822 |
| Michael E. J. Phelps | 511,975,894 | 12,039,930 | 1,741,151 | 68,220,822 |
| Dennis H. Reilley | 519,615,739 | 4,404,856 | 1,736,380 | 68,220,822 |
| Lee M. Tillman | 517,297,958 | 6,735,557 | 1,723,460 | 68,220,822 |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2014. The voting results were as follows:

| | | |
|-------------|---------------|-----------------|
| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED |
| 586,242,907 | 5,896,954 | 1,837,936 |

3. The Board proposal seeking a non-binding advisory vote to approve the compensation of our named executive officers was approved. The voting results were as follows:

| | | | |
|-------------|---------------|-----------------|------------------|
| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
| 490,724,841 | 31,210,604 | 3,821,530 | 68,220,822 |

4. The stockholder proposal seeking a report regarding the Company's lobbying activities, policies and procedures was not approved. The voting results were as follows:

| | | | |
|-------------|---------------|-----------------|------------------|
| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
| 190,499,951 | 250,978,324 | 84,278,700 | 68,220,822 |

5. The stockholder proposal seeking a report regarding the Company's methane emissions was not approved. The voting results were as follows:

| | | | |
|-------------|---------------|-----------------|------------------|
| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
| 168,303,278 | 268,170,964 | 89,282,733 | 68,220,822 |

SIGNATURE

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.

Date: May 1, 2014

MARATHON OIL CORPORATION

By: /s/ John R. Sult
John R. Sult
Executive Vice President and Chief Financial Officer