

MPLX LP  
Form 8-K  
February 10, 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) February 7, 2017**

**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))

**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. 333-200621):

1. Underwriting Agreement, dated as of February 7, 2017, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and Barclays Capital Inc., Citigroup Global Markets Inc., MUFG Securities Americas Inc., and Wells Fargo Securities, LLC, acting as representatives of the several underwriters named therein;
2. Sixth Supplemental Indenture, dated as of February 10, 2017, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
3. Seventh Supplemental Indenture, dated as of February 10, 2017, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
4. Opinion of Jones Day; and
5. Computation of Ratio of Earnings to Fixed Charges.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated as of February 7, 2017, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and Barclays Capital Inc., Citigroup Global Markets Inc., MUFG Securities Americas Inc., and Wells Fargo Securities, LLC, acting as representatives of the several underwriters named therein |
| 4.1            | Sixth Supplemental Indenture, dated as of February 10, 2017, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee   |
| 4.2            | Seventh Supplemental Indenture, dated as of February 10, 2017, between the Issuer and The Bank of New York Mellon Trust Company, N.,A., as Trustee  |
| 5.1            | Opinion of Jones Day  |
| 12.1           | Computation of 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 10, 2017

By: /s/ Molly R. Benson

Name: Molly R. Benson

Title: Vice President, Corporate Secretary and

Chief Compliance Officer

**Index to Exhibits**

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