

MPLX LP
Form 8-K
February 12, 2015

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 9, 2015

MPLX LP
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

200 E. Hardin Street

001-35714
(Commission

File Number)

45-5010536
(IRS Employer

Identification No.)

45840

Findlay, Ohio
(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: (419) 672-6500

(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 February 9, 2015, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and Barclays Capital, Inc., BNP Paribas Securities Corp. and Goldman, Sachs & Co., acting as representatives of the several underwriters named therein;
2. Indenture, dated February 12, 2015, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee;
3. First Supplemental Indenture, dated February 12, 2015, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes);
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 No. | Exhibit Description |
|-------------|--|
| 1.1 | Underwriting Agreement, dated February 9, 2015, among the Issuer, MPLX GP LLC, the general partner of the Issuer, and Barclays Capital, Inc., BNP Paribas Securities Corp. and Goldman, Sachs & Co., acting as representatives of the several underwriters named therein |
| 4.1 | Indenture, dated February 12, 2015, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee |
| 4.2 | First Supplemental Indenture, dated February 12, 2015, between the Issuer and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes) |
| 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.

Date: February 12, 2015

MPLX LP

By: MPLX GP LLC, its General Partner

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

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