

MARATHON OIL CORP  
Form 8-K  
April 30, 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): April 29, 2015

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.

Marathon Oil Corporation's annual meeting of stockholders was held on April 29, 2015. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. The voting results on the matters voted upon at the meeting, all of which are described more fully in our 2015 Proxy Statement, follow.

1. Each of our directors was elected for a term expiring in 2016.

| NOMINEE              | VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|----------------------|-------------|---------------|-----------------|------------------|
| Gregory H. Boyce     | 497,709,787 | 18,429,721    | 1,710,246       | 71,465,754       |
| Pierre Brondeau      | 494,992,337 | 21,122,898    | 1,734,519       | 71,465,754       |
| Chadwick C. Deaton   | 460,439,032 | 55,271,397    | 2,139,325       | 71,465,754       |
| Marcela E. Donadio   | 514,180,191 | 1,919,158     | 1,750,405       | 71,465,754       |
| Philip Lader         | 502,412,398 | 13,709,311    | 1,728,045       | 71,465,754       |
| Michael E. J. Phelps | 511,820,635 | 4,301,272     | 1,727,847       | 71,465,754       |
| Dennis H. Reilley    | 511,645,903 | 4,481,062     | 1,722,789       | 71,465,754       |
| Lee M. Tillman       | 510,441,293 | 5,648,394     | 1,760,067       | 71,465,754       |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2015.

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED |
|-------------|---------------|-----------------|
| 578,910,430 | 8,536,039     | 1,869,039       |

3. The compensation of our named executive officers was approved.

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 477,588,668 | 37,306,039    | 2,955,047       | 71,465,754       |

4. The stockholder proposal seeking approval of stockholders' rights to proxy access was approved.

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 321,394,551 | 191,118,775   | 5,336,428       | 71,465,754       |

5. The stockholder proposal seeking a report regarding climate change risk was not approved.

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 160,670,197 | 281,853,477   | 75,326,080      | 71,465,754       |

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

April 30, 2015

By: /s/ Gary E. Wilson

Name: Gary E. Wilson  
Title: Vice President, Controller and Chief  
Accounting Officer