

MPLX LP
Form 3
September 06, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
MPLX Holdings Inc.		(Month/Day/Year)	MPLX LP [MPLX]	
(Last)	(First)	(Middle)	09/01/2016	
539 S. MAIN ST.		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
FINDLAY, OH 45840		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Units	28,554,313 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Units (Limited Partner Interests)	79,466,136 <u>(1)</u> <u>(3)</u>	I <u>(1)</u> <u>(3)</u>	See Footnotes <u>(1)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPLX Holdings Inc. 539 S. MAIN ST. FINDLAY, OH 45840	X	X		

Signatures

/s/ Molly R. Benson, Director and Secretary, MPLX Holdings Inc.

09/06/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Pursuant to a Master Reorganization Agreement effective September 1, 2016 by and among MPLX Holdings Inc. ("Holdings"), MarkWest Energy Partners, L.P., MWE GP LLC, MPLX LP ("MPLX"), MPLX GP LLC ("the "General Partner"), MPC Investment LLC ("MPC Investment"), MPLX Logistics Holdings LLC ("Logistics Holdings") and MarkWest Hydrocarbon, L.L.C. ("Hydrocarbon"),
- (1) Holdings became a part of a reporting group which includes Marathon Petroleum Corporation ("MPC"), MPC Investment, the General Partner, Hydrocarbon and Logistics Holdings. MPC Investment, a direct wholly-owned subsidiary of MPC, owns all of the membership interests or stock in the General Partner, Logistics Holdings and Holdings. Holdings owned all of the membership interests in Hydrocarbon as of September 1, 2016. Accordingly, the General Partner, Logistics Holdings, Holdings and Hydrocarbon were all indirect wholly-owned subsidiaries of MPC as of the September 1, 2016.
 - (2) Hydrocarbon, a wholly-owned subsidiary of Holdings, owned all of the Issuer's Class A units as of September 1, 2016. As of September 1, 2016, the General Partner directly owned 7,630,225 general partner units, representing its 2% general partner interest in the Issuer and Logistics Holdings beneficially owned 79,466,136 common units representing limited partnership interests in the Issuer.
 - (3) MPC Investment owns all of the membership interests in Logistics Holdings and the General Partner, and MPC owns all of the membership interest in MPC Investment. Accordingly, MPC, MPC Investment and Holdings may be deemed to have indirectly beneficially owned the securities directly held by the General Partner, Logistics Holdings and Hydrocarbon but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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