

MPLX LP  
Form S-4MEF  
December 04, 2015

As filed with the Securities and Exchange Commission on December 4, 2015

Registration No. 333-

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MPLX LP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**4610**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**200 E. Hardin Street**

**45-5010536**  
**(I.R.S. Employer**  
**Identification Number)**

**Findlay, Ohio 45840**

**(419) 672-6500**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**J. Michael Wilder, Esq.**

**Vice President, General Counsel and Secretary**

**200 E. Hardin Street**

**Findlay, Ohio 45840**

**(419) 672-6500**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

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**Jones Day**

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**Cleveland, Ohio 44114**

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**Richard Hall, Esq.**

**Robert I. Townsend III, Esq.**

**Cravath, Swaine & Moore LLP**

**825 Eighth Avenue**

**New York, New York 10019**

**Phone: (212) 474-1000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger described herein.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-206445

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common units representing limited partner interests	3,060,131(1)	N/A	\$132,736,708.80(2)	\$13,366.59(3)

(1) Represents the maximum number of additional MPLX LP ( MPLX ) common units representing limited partner interests in MPLX ( MPLX Common Units ) estimated to be issuable upon the completion of the merger described herein. The registrant has previously registered 213,290,333 MPLX Common Units pursuant to the registration statement on Form S-4 (Registration No. 333-206445, which was declared effective on October 29, 2015.

(2) The proposed maximum aggregate offering price of the additional MPLX Common Units was calculated based upon the market value of MarkWest Energy Partners, L.P. ( MWE ) common units representing limited partner

interests in MWE ( MWE Common Units ) (the securities to be canceled in the merger) in accordance with Rules 457(c) and 457(f) under the Securities Act as follows: the product of (x) \$47.28, the average of the high and low prices per MWE Common Unit as reported on the New York Stock Exchange on December 1, 2015 and (y) 2,807,460, the estimated maximum number of additional MWE Common Units that may be exchanged for the merger consideration.

- (3) Calculated in accordance with Section 6(b) of the Securities Act and Rules 457(c) and 457(f)(1) of the Securities Act at a rate of \$100.70 per \$1,000,000 of the proposed maximum aggregate offering price.

**This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.**

### **EXPLANATORY NOTE**

Pursuant to its Registration Statement on Form S-4 (Registration No. 333-206445), declared effective as of October 29, 2015, and as supplemented to date, MPLX LP (the Registrant) registered an aggregate of 213,290,333 common units representing limited partner interests (Common Units) and paid an aggregate fee of \$1,152,051.91. The Registrant is filing this Registration Statement on Form S-4 pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, solely to register 3,060,131 additional Common Units for issuance in connection with the consummation of the merger contemplated by the Agreement and Plan of Merger dated as of July 11, 2015, as amended as of November 10, 2015 and as further amended as of November 16, 2015, by and among MarkWest Energy Partners, L.P., the Registrant, MPLX GP LLC, a Delaware limited liability company and general partner of the Registrant (MPLX GP), Marathon Petroleum Corporation, a Delaware corporation and ultimate parent of MPLX GP, and Sapphire Holdco LLC, a Delaware limited liability company and wholly owned subsidiary of the Registrant. In connection with the registration of additional Common Units, the Registrant is paying an additional registration fee of \$13,366.59.

### **STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-4 (Registration No. 333-206445), including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Index to Exhibits attached to and filed with this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in Findlay, Ohio on December 4, 2015.

**MPLX LP**

By: MPLX GP LLC, its General Partner

By: /s/ Gary R. Heminger  
 Gary R. Heminger  
 Chairman of the Board of Directors and  
 Chief Executive Officer of MPLX GP  
 LLC

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 4, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Gary R. Heminger Gary R. Heminger	Chairman of the Board of Directors and Chief Executive Officer of MPLX GP LLC (Principal Executive Officer)
/s/ Timothy T. Griffith Timothy T. Griffith	Director, Vice President and Chief Financial Officer of MPLX GP LLC (Principal Financial Officer)
/s/ Ian D. Feldman Ian D. Feldman	Controller of MPLX GP LLC (Principal Accounting Officer)
*	Director and President of MPLX GP LLC
Pamela K.M. Beall	
*	Director of MPLX GP LLC
David A. Daberko	
*	Director of MPLX GP LLC
Christopher A. Helms	
*	Director of MPLX GP LLC
Garry L. Peiffer	
*	Director of MPLX GP LLC
Dan D. Sandman	
*	Director of MPLX GP LLC
John P. Surma	
*	Director and Executive Vice President of MPLX GP LLC

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Donald C. Templin

\*

C. Richard Wilson

Director of MPLX GP LLC

\* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-4 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant, which are being filed herewith on behalf of such directors and officers.

By: /s/ Gary R. Heminger  
Gary R. Heminger

December 4, 2015

Attorney-in-Fact

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
5.1*	Opinion of Jones Day as to the legality of the securities being registered.
8.1*	Opinion of Jones Day relating to tax matters.
8.2*	Opinion of Vinson & Elkins LLP relating to tax matters.
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm of MPLX.
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm of MWE.
23.3	Consent of Jones Day (included in Exhibit 5.1).
23.4	Consent of Jones Day (included in Exhibit 8.1).
23.5	Consent of Vinson & Elkins LLP (included in Exhibit 8.2).
24.1**	Power of Attorney.
99.1*	Consent of Jefferies LLC

\* Filed herewith.

\*\* Previously filed with the registrant's Registration Statement on Form S-4 (No. 333-206445), which was filed with the Securities and Exchange Commission on August 18, 2015.