

MARATHON OIL CORP  
Form 8-K/A  
October 31, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
Amendment No.1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 15, 2014

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

77056-2723

\_\_\_\_\_  
(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 2.01 Completion of Acquisition or Disposition of Assets.

On October 20, 2014, we filed a Current Report on Form 8-K (the "Original Form 8-K") announcing that we had completed the sale of our subsidiary, Marathon Oil Norge AS. The unaudited pro forma consolidated balance sheet of Marathon Oil Corporation as of June 30, 2014 and the unaudited pro forma consolidated statements of income of Marathon Oil Corporation for the years ended December 31, 2013, 2012 and 2011 were included as Exhibit 99.1 to the Original Form 8-K.

This Amendment No. 1 to the Original Form 8-K is being filed to provide a revised unaudited pro forma consolidated balance sheet of Marathon Oil Corporation as of June 30, 2014 to reflect certain additional pro forma adjustments which were inadvertently excluded from the original filing. There was no change to the unaudited pro forma consolidated statements of income of Marathon Oil Corporation for the years ended December 31, 2013, 2012 and 2011.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Information

The unaudited pro forma consolidated balance sheet of Marathon Oil Corporation as of June 30, 2014 and the unaudited pro forma consolidated statements of income of Marathon Oil Corporation for the years ended December 31, 2013, 2012 and 2011 are included as Exhibit 99.1 to this report and are incorporated into this Item 9.01 by reference. As our Form 10-Q for the quarterly period ended June 30, 2014, reflected our Norway business as discontinued operations in the consolidated statements of income, interim period pro forma consolidated statements of income are not included.

(d) Exhibits:

Number Exhibit

99.1 Unaudited Pro Forma Consolidated Financial Statements of Marathon Oil Corporation

SIGNATURE

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: October 31, 2014

MARATHON OIL CORPORATION

By: /s/ John R. Sult  
Name: John R. Sult  
Title: Executive Vice President and Chief Financial Officer

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Exhibit Index

Number Exhibit

99.1 Unaudited Pro Forma Consolidated Financial Statements of Marathon Oil Corporation