

MPLX LP
Form 8-A12B
October 23, 2012

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MPLX LP

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

45-5010536
(I.R.S. Employer

Identification No.)

Edgar Filing: MPLX LP - Form 8-A12B

200 E. Hardin Street

Findlay, Ohio 45840

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on

to be so registered

which each class is to be registered

Common Units representing limited partner interests

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box

Securities Act registration statement file number to which this form relates: 333-182500

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

A description of the common units representing limited partner interests in MPLX LP (the Registrant) is set forth under the captions Prospectus Summary, The Offering, Cash Distribution Policy and Restrictions on Distributions, Description of the Common Units, Our Partnership Agreement, Units Eligible for Future Sale and Material Federal Income Tax Consequences in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

| Exhibit No. | Description |
|-------------|--|
| 1. | Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended (incorporated herein by reference). |
| 2. | Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |
| 3. | Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |
| 4. | Specimen Unit Certificate for the Common Units (included as Exhibit A to the Form of First Amended and Restated Agreement of Limited Partnership of the Registrant) (incorporated herein by reference to Appendix A to the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MPLX LP

By: MPLX GP LLC,
its general partner

Date: October 23, 2012

By: /s/ J. Michael Wilder
J. Michael Wilder
Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 1. | Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended (incorporated herein by reference). |
| 2. | Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |
| 3. | Form of First Amended and Restated Agreement of Limited Partnership of the Registrant (incorporated herein by reference to Appendix A to the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |
| 4. | Specimen Unit Certificate for the Common Units (included as Exhibit A to the Form of First Amended and Restated Agreement of Limited Partnership of the Registrant) (incorporated herein by reference to Appendix A to the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-182500), initially filed with the Securities and Exchange Commission on July 2, 2012, as amended). |