

MARATHON OIL CORP
Form DEFA14A
April 12, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Marathon Oil Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 29, 2019.

MARATHON OIL
CORPORATION

Meeting Information

Meeting Type: 2019 Annual
Meeting of
Stockholders
For holders as of: April 1, 2019
Time: 10:00
Date: May 29, 2019 a.m. Central
Time
CONFERENCE
CENTER
AUDITORIUM
MARATHON
OIL TOWER
Location: 5555 SAN
FELIPE STREET
HOUSTON, TX
77056

C/O SHAREHOLDER SERVICES
P.O. BOX 2069
HOUSTON, TX 77252-2069

You are receiving this communication because you hold shares in the company named above.
This is not a ballot. You cannot use this notice to vote these shares.
This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).
We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- 2019 Notice of Annual Meeting of Stockholders and Proxy Statement
- Letter to Stockholders and 2018 Annual Report on Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow à (located on the following page)

and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

To receive a paper or e-mail copy of these documents, free of charge, please utilize one of the following methods:

- 1) INTERNET: www.proxyvote.com
- 2) TELEPHONE: 1-800-579-1639
- 3) E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 15, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you are a holder of record of Marathon Oil common stock, you may vote in person at the meeting. We will provide you a ballot at the meeting.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the à available and follow the instructions. If you are a registered holder, use the Internet to transmit your voting instructions and for electronic delivery of information up until II:59 p.m. EDT the day before the meeting. If you hold these shares in the Marathon Oil Company Thrift Plan, use the Internet to transmit your voting instructions and for electronic delivery of information by II:59 p.m. EDT on May 23, 2019.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

VOTING ITEMS

Your Board of Directors recommends you vote "FOR"
Items 1a. through 1h.

Election of directors for a
1 one-year term expiring
in 2020

Nominees:

- | | |
|------------------------|--------------------------------------------------------------------------------------------|
| 1a. Gregory H. Boyce | Your Board of Directors recommends you vote "FOR" Item 2 |
| 1b. Chadwick C. Deaton | 2. Ratify the selection of PricewaterhouseCoopers LLP as our independent auditor for 2019. |
| 1c. Marcela E. Donadio | Your Board of Directors recommends you vote "FOR" Item 3 |
| 1d. Jason B. Few | 3. Advisory vote to approve the compensation of our named executive officers. |
| 1e. Douglas L. Foshee | Your Board of Directors recommends you vote "FOR" Item 4 |
| 1f. M. Elise Hyland | |
| 1g. Lee M. Tillman | 4. Approval of our 2019 Incentive Compensation Plan. |
| 1h. J. Kent Wells | |

