

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 25, 2018

MURPHY OIL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

1-8590

71-0361522

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

300 Peach Street
P.O. Box 7000, El Dorado, AR

71730-7000

(Address of principal executive offices)

(Zip Code)

870-862-6411

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 8.01. Other Events

SUPPLEMENT TO PROXY STATEMENT FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MAY 9, 2018

On February 7, 2018, the Board of Directors (the “Board”) of Murphy Oil Corporation (the “Company”) adopted the 2018 Stock Plan for Non-Employee Directors (the “Plan”). The Company is requesting shareholders approve the Plan at the Company’s 2018 Annual Meeting of Shareholders.

The Company has never granted any performance-based awards to non-employee directors. The Company has only granted time-based vesting restricted share awards, and intends to continue this practice in the future. In order to align the Plan with the Board’s intention, the Board approved an amendment to the Plan on April 25, 2018 to provide solely for time-based vesting of awards for non-employee directors, and remove any ability to grant awards subject to a performance condition.

If approved, the Plan will allow the Company to continue to provide equity compensation awards to its non-employee directors as part of their overall compensation, which awards may be granted in the form of stock options and restricted share and unit awards.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<u>10.1</u>	<u>First Amendment to the Murphy Oil Corporation 2018 Stock Plan for Non-Employee Directors</u>

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.

MURPHY OIL CORPORATION

By: /s/ Walter K. Compton
Walter K. Compton
Executive Vice President & General Counsel

Date: April 25, 2018

Exhibit Index

10.1	First Amendment to the Murphy Oil Corporation 2018 Stock Plan for Non-Employee Directors
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**FIRST AMENDMENT TO THE
MURPHY OIL CORPORATION
2018 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS**

WHEREAS, the Murphy Oil Corporation 2018 Stock Plan for Non-Employee Directors (the “Plan”) was adopted by the Board of Directors (the “Board”) of Murphy Oil Corporation (the “Company”) on February 7, 2018 to enhance the ability of the Company to attract and retain directors who are in a position to make significant contributions to the success of the Company and to reward directors for such contributions; and

WHEREAS, pursuant to Section XII of the Plan, the Board has the authority to amend the Plan at any time.

NOW THEREFORE, effective April 25, 2018, the Plan is amended in the manner as set forth below:

1. The definition of “Restricted Stock Unit” in paragraph (18) of Section II is amended to delete the phrase “and/or performance conditions” from such definition.
2. Section VII is amended to replace paragraphs (1), (2) and (3) with the following:
 - (1) *Grant of Awards.* Restricted Stock and Restricted Stock Units may be granted at any time and from time to time prior to the termination of the Plan as determined by the Committee. Restricted Stock is an award or issuance of shares, the grant, issuance, retention, vesting and/or transferability of which is subject during specified periods of time to such conditions (including continued service) and terms as the Committee deems appropriate. Restricted Stock Units are awards denominated in units of Common Shares under which the issuance of shares is subject to such conditions (including continued service) and terms as the Committee deems appropriate. Each grant of Restricted Stock and Restricted Stock Units shall be evidenced by a written agreement. Unless determined otherwise by the Committee, each Restricted Stock Unit will be equal to one Common Share and will entitle a Participant to either the issuance of Common Shares or payment of an amount of cash determined with reference to the value of Common Shares. To the extent determined by the Committee, Restricted Stock and Restricted Stock Units may be satisfied or settled in Common Shares, cash or a combination thereof. Restricted Stock and Restricted Stock Units granted pursuant to the Plan need not be identical but each grant of Restricted Stock and Restricted Stock Units must contain and be subject to the terms and conditions set forth below.
 - (2) *Contents of Agreement.* Each agreement shall contain provisions regarding (a) the number of Common Shares or Restricted Stock Units subject to such award or a formula for determining such number, (b) the purchase price of the Common Shares, if any, and the means of payment, (c) such terms and conditions on the grant, issuance, vesting, and/or forfeiture of the Common Shares or Restricted Stock Units as may be determined from time to time by the Committee, and (d) restrictions on the transferability of the Common Shares or Restricted Stock Units. Common Shares issued under a Restricted Stock Award may be issued in the name of the Participant and held by the Participant or held by the Company, in each case as the Committee may provide.
 - (3) *Vesting Criteria.* Restricted Stock and Restricted Stock Units may be subject to time-based vesting conditions. The grant, issuance, retention, vesting, and/or settlement of shares of Restricted Stock and Restricted Stock Units will occur when and in such installments as the Committee determines or under criteria the Committee establishes.
3. Paragraph (5) of Section VII is amended to delete the last sentence of such paragraph.

This first amendment to the Plan has been approved by the Board as of this 25th day of April, 2018.