

MURPHY OIL CORP /DE  
Form 8-K  
November 27, 2012

**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): November 27, 2012**

**MURPHY OIL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-8590**  
(Commission)

**71-0361522**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**200 Peach Street**

**P.O. Box 7000, El Dorado, Arkansas**

(Address of principal executive offices)

**Registrant's telephone number, including area code 870-862-6411**

**71731-7000**

(Zip 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))

**Item 8.01. Other Events.**

On November 27, 2012, Murphy Oil Corporation ( Murphy ) filed with the Securities and Exchange Commission a preliminary prospectus supplement to its registration statement on Form S-3 (File No. 333-184287), which included unaudited pro forma condensed consolidated financial statements ( Pro Formas ) to show the pro forma impact of certain previously announced corporate transactions, including: (1) the planned sale of Murphy s exploration and production operations in the United Kingdom, (2) the planned spin-off of Murphy Oil USA, Inc. ( Murphy USA ) into an independent and separately traded company, which is expected to be completed in 2013, (3) the special dividend of \$2.50 per share, for a total dividend of approximately \$500 million, payable on December 3, 2012 and (4) up to \$1 billion of stock buybacks pursuant to Murphy s share repurchase program. This summary of the Pro Formas does not purport to be complete and is qualified entirely by reference to the full text of the Pro Formas, which is filed herewith as Exhibit 99.1.

This Item 8.01 contains statements of Murphy s expectations, intentions, plans and beliefs that are forward-looking, including but not limited to statements regarding its plans to sell Murphy s U.K. exploration and production operations, to spin off Murphy USA and to repurchase up to \$1 billion of common stock pursuant to Murphy s share repurchase program, and are in each case dependent on certain events, risks and uncertainties that may be outside of Murphy s control. These forward-looking statements are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Murphy s actual results could differ materially from those expressed or implied by these statements due to a number of factors, including, but not limited to, the volatility and level of crude oil and natural gas prices, the level and success rate of Murphy s exploration programs, Murphy s ability to maintain production rates and replace reserves, customer demand for Murphy s products, political and regulatory instability, and uncontrollable natural hazards, as well as those contained under the caption Risk Factors in Murphy s Annual Report on Form 10-K for the year ended December 31, 2011, as updated in Murphy s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed as part of this Current Report:

99.1 Unaudited pro forma condensed consolidated financial statements of Murphy Oil Corporation

**SIGNATURES**

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/ John W. Eckart

Name: John W. Eckart

Title: Senior Vice President and Controller

Date: November 27, 2012

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**Exhibit Index**

99.1 Unaudited pro forma condensed consolidated financial statements of Murphy Oil Corporation

SOLE VOTING POWER

1,393,390(1) 8

SHARED VOTING POWER

0 9

SOLE DISPOSITIVE POWER

1,393,390(1) 10

SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,393,390(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES 0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.55%

14 TYPE OF REPORTING PERSON

OO

(1) Includes 160,000 shares held by the Leonid and Inna Mezhvinsky Charitable Remainder Trust (“CRT”), of which Leonid and Inna Mezhvinsky are the trustees and therefore the entities may be deemed to have common beneficial ownership.

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This Schedule 13D/A is being filed on behalf of Leonid and Inna Mezhvinsky as trustees of the Revocable Trust Agreement of Leonid Mezhvinsky and Inna Mezhvinsky dated April 26, 1988 (the “Mezhvinsky Living Trust”) to amend the Schedule 13D filed on behalf of the Mezhvinsky Living Trust, Francisco Partners GP LLC, Francisco Partners, L.P. and FP-Ultra Clean, L.L.C. (together with Francisco Partners GP, LLC and Francisco Partners, L.P., “FP”); Victor Mezhvinsky as trustee of the Joshua Mezhvinsky 2004 Irrevocable Trust Under Agreement dated June 4, 2004 (the “Joshua Trust”); David Hongyu Wu and Winnie Wei Zhen Wu, as trustees of the Chen Minors Irrevocable Trust (the “Chen Minors Trust”); Joe Chen and Jenny Chen as trustees of the Joe Chen and Jenny Chen Revocable Trust dated 2002 (the “Chen Revocable Trust”); Victor Mezhvinsky; and Frank Moreman (other than the Mezhvinsky Living Trust, FP, together with the Joshua Trust, the Chen Minors Trust, the Chen Revocable Trust and Victor Mezhvinsky, the “Other Shareholders”) with respect to the shares of common stock, par value \$.001 of Ultra Clean Holdings, Inc. (the “Common Stock”). All information in this Schedule 13D/A concerning any reporting person is being supplied solely by such reporting person, and only such reporting person shall be deemed responsible for the accuracy of such information. The shares reported herein do not reflect any shares held by the Other Shareholders because the Stockholders’ Agreement previously described in the statement on Schedule 13D to which this amended Schedule 13D relates has been terminated and the Other Shareholders and the Mezhvinsky Living Trust no longer constitute a “group” within the meaning of Section 13(d) of the Securities Exchange Act of 1934.

***Item 1. Security and Issuer.***

This statement on Schedule 13D/A relates to the shares of Common Stock of Ultra Clean Holdings, Inc., a Delaware corporation (the “Issuer”). The principal executive offices of the Issuer are located at 150 Independence Drive, Menlo Park, California 94025.

***Item 2. Identity and Background.***

(a) This statement is being filed by the reporting person.

(b) The principal addresses of the reporting person is:

Leonid and Inna Mezhvinsky Living Trust  
10 Hampton Court  
Hillsborough, CA 94010

(c) During the last five years, the reporting person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(d) During the last five years, the reporting person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject, to federal or state securities laws or finding any violation with respect to such laws.

(e) The reporting person is a United States citizen.

***Item 3. Source and Amount of Funds or Other Consideration.***

The Mezhvinsky Living Trust acquired the shares of Common Stock as partial consideration for the acquisition by Issuer, pursuant to the Agreement and Plan of Merger and Reorganization dated as of June 29, 2006 (the “Merger

Agreement”) among Sieger Engineering, Inc., Leonid Mezhvinsky, Bob Acquisition Inc., Pete Acquisition LLC, the Mezhvinsky Living Trust, the Chen Revocable Trust, Victor Mezhvinsky, the Joshua Trust, the Chen Minors Trust, Frank Moreman and Leonid Mezhvinsky as Sellers’ Agent, of all the outstanding shares of Sieger Engineering, Inc. (the “Merger”), including pursuant to an additional distribution on November 29, 2006 pursuant to the terms of the Merger Agreement. The Mezhvinsky Living Trust transferred 200,000 shares to the CRT.

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***Item 4. Purpose of Transaction.***

From July 2 through July 17, 2007, The Mezhvinsky Living Trust sold 450,000 shares of Common Stock pursuant to a Rule 10b5-1 plan. On July 5, 2007, the CRT sold 40,000 shares of Common Stock pursuant to a Rule 10b5-1 plan. Such entities may, from time to time and subject to the Lockup Agreement described in the statement on Schedule 13D to which this amended Schedule 13D relates and to the Rule 10b5-1 plans, increase, reduce or dispose of its investment in the Issuer, depending on general economic conditions, economic conditions in the markets in which the Issuer operates, the market price securities of the Issuer, the availability of funds, borrowing costs, other opportunities available and other considerations.

Except as set forth in this Item 4, the reporting person has no present plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

***Item 5. Interest in Securities of the Issuer.***

(a) Following its sales on July 2, July 3, July 5, July 6, July 9, July 10, July 11, July 12, 2007, July 16 and July 17 of an aggregate of 450,000 shares of Common Stock, The Mezhvinsky Living Trust holds 1,233,390 shares, and following its sales on July 5, 2007 of 40,000 shares, the CRT holds 160,000 shares. Collectively, such 1,393,390 shares constitute approximately 6.55% of the issued and outstanding shares of Common Stock based on the number of shares of Common Stock outstanding as of July 11, 2007.

(b) The reporting persons, as trustees of the Mezhvinsky Living Trust and of the CRT, may be deemed to have sole voting and dispositive power with respect to 1,393,390 shares.

(c) Other than the sales described in section (a) above, there have been no transactions with respect to the Common Stock effected during the past 60 days by The Mezhvinsky Living Trust or the CRT.

(d) Not applicable.

(e) Not applicable.

***Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.***

See description in statement on Schedule 13D.

***Item 7. Material to be Filed as Exhibits.***

See description in statement on Schedule 13D.



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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 30, 2007

Date

/s/ Leonid Mezhvinsky

Signature

Leonid Mezhvinsky, Trustee

(Name/Title)

July 30, 2007

Date

/s/ Inna Mezhvinsky

Signature

Inna Mezhvinsky, Trustee

(Name/Title)

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