

Murphy USA Inc.  
Form 10-12B/A  
June 28, 2013

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 28, 2013

File No. 001-35914

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

**AMENDMENT No. 2**

**to**

**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Murphy USA Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**46-2279221**  
(I.R.S. Employer  
Identification No.)

**200 Peach Street**

**El Dorado, Arkansas**  
(Address of Principal Executive Offices)

**71730-5836**  
(Zip Code)

**(870) 875-7600**  
(Registrant's telephone number, including area code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.01 per share</b>	<b>New York Stock Exchange</b>

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

**None**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**EXPLANATORY NOTE**

This Amendment No. 2 to the registration statement on Form 10 of Murphy USA Inc., as filed on May 6, 2013 and as amended on June 20, 2013 (the Form 10 ), is being filed solely to amend Item 15, Financial Statements and Exhibits , by filing certain exhibits as noted in the Exhibit Index. Accordingly, the Preliminary Information Statement previously filed as Exhibit 99.1 to the Form 10 is unchanged and has been omitted. We intend to file an updated Preliminary Information Statement as Exhibit 99.1 to a subsequent amendment to the Form 10.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

We have previously filed our Information Statement as Exhibit 99.1 to the Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in our Information Statement.

Item No.		Item Caption	Location in Information Statement
1.	Business.		The following sections of our Information Statement are hereby incorporated by reference: Summary, Risk Factors, Cautionary Statement Regarding Forward-Looking Statements, The Separation, Capitalization, Business and Properties, Certain Relationships and Related Transactions, Where You Can Find More Information and Management s Discussion and Analysis of Financial Condition and Results of Operations.
1A.	Risk Factors.		The following sections of our Information Statement are hereby incorporated by reference: Summary, Risk Factors and Cautionary Statement Regarding Forward-Looking Statements.
2.	Financial Information.		The following sections of our Information Statement are hereby incorporated by reference: Summary, Risk Factors, Selected Combined Financial Data of Murphy USA, Capitalization, Unaudited Pro Forma Condensed Combined Financial Statements, Management s Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk and Index to Financial Statements and the statements referenced therein.
3.	Properties.		The following section of our Information Statement is hereby incorporated by reference: Business and Properties.
4.	Security Ownership of Certain Beneficial Owners and Management.		The following section of our Information Statement is hereby incorporated by reference: Stock Ownership.
5.	Directors and Executive Officers.		The following sections of our Information Statement are hereby incorporated by reference: Management and Directors.
6.	Executive Compensation.		The following sections of our Information Statement are hereby incorporated by reference: The Separation, Management, Compensation Discussion and Analysis, Executive Compensation and Non-Employee Director Compensation.
7.	Certain Relationships and Related Transactions, and Director Independence.		The following sections of our Information Statement are hereby incorporated by reference: Management, Directors, Certain Relationships and Related Transactions and Management s Discussion and Analysis of Financial Condition and Results of Operations.

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|---|--|
| 8. Legal Proceedings.   | The following section of our Information Statement is hereby incorporated by reference: Business and Properties Legal Proceedings.   |
| 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters. | The following sections of our Information Statement are hereby incorporated by reference: Summary, Risk Factors, The Separation, Dividend Policy, Capitalization and Description of Capital Stock.                             |
| 10. Recent Sales of Unregistered Securities.  | Not Applicable.  |
| 11. Description of Registrant's Securities to be Registered.  | The following sections of our Information Statement are hereby incorporated by reference: Dividend Policy and Description of Capital Stock.  |
| 12. Indemnification of Directors and Officers.  | The following section of our Information Statement is hereby incorporated by reference: Description of Capital Stock Limitation of Liability of Directors and Officers.  |
| 13. Financial Statements and Supplementary Data.  | The following section of our Information Statement is hereby incorporated by reference: Index to Financial Statements and the statements referenced therein.   |
| 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.           | Not Applicable.  |
| 15. Financial Statements and Exhibits.  | The following sections of our Information Statement are hereby incorporated by reference: Unaudited Pro Forma Condensed Combined Financial Statements and Index to Financial Statements and the statements referenced therein. |

(a) List of Financial Statements and Schedules: The following financial statements are included in the Information Statement and filed as part of this Registration Statement on Form 10:

Unaudited Pro Forma Condensed Combined Financial Statements

Audited Combined Financial Statements of Murphy USA:

Report of Independent Registered Public Accounting Firm

Combined Balance Sheets as of December 31, 2012 and 2011

Combined Statements of Income and Comprehensive Income for the years ended December 31, 2012, 2011 and 2010

Combined Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010

Combined Statements of Net Investment for the years ended December 31, 2012, 2011 and 2010

Notes to Audited Combined Financial Statements

Schedule II Valuation and Qualifying Accounts (Combined)

Unaudited Combined Financial Statements of Murphy USA:

Combined Balance Sheets as of March 31, 2013 (unaudited) and December 31, 2012

Unaudited Combined Statements of Income and Comprehensive Income for the three months ended March 31, 2013 and 2012

Unaudited Combined Statements of Cash Flows for the three months ended March 31, 2013 and 2012

Unaudited Combined Statements of Net Investment for the three months ended March 31, 2013 and 2012



(b) Exhibits. The following documents are filed as exhibits hereto:

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
2.1	Form of Separation and Distribution Agreement between Murphy Oil Corporation and Murphy USA Inc.
3.1	Form of Murphy USA Inc. Certificate of Incorporation.
3.2	Form of Murphy USA Inc. Bylaws.
4.1	Form of Specimen Certificate for Murphy USA Inc.*
10.1	Form of Tax Matters Agreement among Murphy Oil Corporation and Murphy USA Inc.
10.2	Form of Transition Services Agreement between Murphy Oil Corporation and Murphy USA Inc.
10.3	Form of Employee Matters Agreement between Murphy Oil Corporation and Murphy USA Inc.
10.4	Form of Trademark License Agreement between Murphy Oil Corporation and Murphy USA Inc.
10.5	Form of Lease Agreement for 200 Peach Street, El Dorado, Arkansas.
10.6	Form of Hangar Rental Agreement between Murphy Oil Corporation and Murphy Oil USA Inc.**
10.7	Form of Aircraft Maintenance Labor Pooling Agreement between Murphy Oil Corporation and Murphy Oil USA Inc.**
10.8	Form of Airplane Interchange Agreement between Murphy Oil Corporation and Murphy Oil USA Inc.**
10.9	Agreement of Sale between Murphy Oil USA, Inc. and Wal-Mart Stores, Inc., dated December 21, 2012 (including Form of Easements with Covenants and Restrictions Affecting Land ( ECRs ) between Murphy Oil USA, Inc. and Wal-Mart Stores, Inc.).**
21.1	Subsidiaries of Murphy USA Inc.*
99.1	Preliminary Information Statement of Murphy USA Inc., subject to completion, dated June 20, 2013.***

\* To be filed by amendment.

\*\* Previously filed.

\*\*\* To be updated in a subsequent amendment to this registration statement on Form 10.

Portions of this exhibit have been omitted pursuant to a request for confidential treatment. These portions have been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

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, thereunto duly authorized.

Date: June 28, 2013

**Murphy USA Inc.**

By: /s/ John A. Moore  
Name: John A. Moore  
Title: Vice President and Secretary

**EXHIBIT INDEX**

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