



# PHILLIPS 66

## FORM 8-K

(Current Report Filing)

Filed 03/12/24 for the Period Ending 03/08/24

Address 2331 CITYWEST BLVD., HOUSTON, TX, 77042  
Telephone (727) 384-2323  
CIK 0001534701  
Symbol PSX  
SIC Code 2911 - Petroleum Refining  
Fiscal Year 12/31

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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report: March 8, 2024**  
**(Date of earliest event reported)**

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**Phillips 66**  
**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35349**  
**(Commission**  
**File Number)**

**45-3779385**  
**(I.R.S. Employer**  
**Identification No.)**

**2331 CityWest Boulevard**  
**Houston, Texas 77042**  
**(Address of principal executive offices and zip code)**

**(832) 765-3010**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former name or former address, if changed since last report)**

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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:

- ☐ 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))

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

<b>Title of each class</b>	<b>Trading symbol</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.01 par value	PSX	New York Stock Exchange

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. ☐

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**Item 5.02    Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 8, 2024, the Board of Directors (the “Board”) of Phillips 66 (the “Company”) appointed Mark E. Lashier, the Company’s President and Chief Executive Officer and a member of the Board, to the additional position of Chairman of the Board, effective immediately prior to the Company’s 2024 Annual Meeting of Shareholders to be held on May 15, 2024. At that time, Greg C. Garland, the Company’s current Executive Chairman and former President and Chief Executive Officer, will step down from the Board, and the size of the Board will be reduced from 14 directors to 13 directors. Glenn F. Tilton will continue in his role as Lead Independent Director. These actions are part of the Board’s thoughtful, multi-year succession planning process, and will be described in further detail in the Company’s Proxy Statement for its 2024 Annual Meeting of Shareholders.

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**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.

**Phillips 66**

Dated: March 12, 2024

By:           /s/ Vanessa Allen Sutherland            
Vanessa Allen Sutherland  
Executive Vice President