

EXXON MOBIL CORP  
Form 8-K  
March 20, 2014

**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): March 17, 2014**

**Exxon Mobil Corporation**

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

**New Jersey**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-2256**  
**(Commission**  
  
**File Number)**

**13-5409005**  
**(IRS Employer**  
  
**Identification No.)**

**5959 LAS COLINAS BOULEVARD, IRVING, TEXAS**

**75039-2298**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (972) 444-1000**

**(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:

- .. 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 March 17, 2014, Exxon Mobil Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as managers of the several underwriters named therein, for the issuance and sale by the Company of (i) \$750,000,000 aggregate principal amount of its Floating Rate Notes due 2017 (the 2017 Floating Rate Notes), (ii) \$500,000,000 aggregate principal amount of its Floating Rate Notes due 2019 (the 2019 Floating Rate Notes and, together with the 2017 Floating Rate Notes, the Floating Rate Notes), (iii) \$1,500,000,000 aggregate principal amount of its 0.921% Notes due 2017 (the 2017 Fixed Rate Notes), (iv) \$1,750,000,000 aggregate principal amount of its 1.819% Notes due 2019 (the 2019 Fixed Rate Notes) and (v) \$1,000,000,000 aggregate principal amount of its 3.176% Notes due 2024 (the 2024 Fixed Rate Notes and, together with the 2017 Fixed Rate Notes and the 2019 Fixed Rate Notes, the Fixed Rate Notes).

On March 20, 2014, the Company entered into an indenture (the Indenture) with Deutsche Bank Trust Company Americas, as trustee. The Floating Rate Notes and the Fixed Rate Notes (together, the Notes) will be issued pursuant to the Indenture, as supplemented by an officer's certificate (the Officer's Certificate) dated March 20, 2014 establishing the terms and forms of the Notes.

The Notes were offered pursuant to the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on March 17, 2014 (Reg. No. 333-194609) (the Registration Statement).

The Underwriting Agreement, the Indenture and the Officer's Certificate (including the forms of the Notes) are filed as Exhibits 1.1, 4.1 and 4.2, respectively, to this current report on Form 8-K and are incorporated by reference into the Registration Statement. The opinions of Davis Polk & Wardwell LLP and James E. Parsons, Esq., Coordinator Corporate Securities and Finance Law of Exxon Mobil Corporation, are filed as Exhibits 5.1 and 5.2, respectively, to this current report on Form 8-K and are incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits  
(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement dated March 17, 2014 among Exxon Mobil Corporation, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as managers of the underwriters named therein
4.1	Indenture dated March 20, 2014 between Exxon Mobil Corporation and Deutsche Bank Trust Company Americas
4.2	Officer's Certificate of Exxon Mobil Corporation dated March 20, 2014
4.3	Form of Global Note representing the 2017 Floating Rate Notes (included in Exhibit 4.2)
4.4	Form of Global Note representing the 2019 Floating Rate Notes (included in Exhibit 4.2)
4.5	Form of Global Note representing the 2017 Fixed Rate Notes (included in Exhibit 4.2)
4.6	Form of Global Note representing the 2019 Fixed Rate Notes (included in Exhibit 4.2)
4.7	Form of Global Note representing the 2024 Fixed Rate Notes (included in Exhibit 4.2)

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- 5.1 Opinion of Davis Polk & Wardwell LLP
- 5.2 Opinion of James E. Parsons, Esq., Coordinator Corporate Securities and Finance Law of Exxon Mobil Corporation
- 23.1 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
- 23.2 Consent of James E. Parsons, Esq. (included in Exhibit 5.2)

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.

Date: March 20, 2014

EXXON MOBIL CORPORATION

By: /s/ Robert N. Schleckser  
Name: Robert N. Schleckser  
Title: Vice President and Treasurer

INDEX TO EXHIBITS

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