

IMPERIAL OIL LTD  
Form 8-K  
March 19, 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

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

Canada (State or other jurisdiction)      0-12014 (Commission File Number)      98-0017682 (IRS Employer Identification No.)

of incorporation)

237  
Fourth Avenue S.W., Calgary, Alberta

T2P 3M9

(Address of principal executive offices)      (Zip Code)  
Registrant's telephone number, including area code: (800) 567-3776

(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)

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- 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, the Company announced that it has reached an agreement to sell its interests in assets located in Boundary Lake, Cynthia/West Pembina, and Rocky Mountain House in Western Canada to Whitecap Resources Inc. A copy of the Company's news release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

- 99.1 News release of the Company on March 17, 2014 announcing that it has reached an agreement to sell its interests in assets located in Western Canada to Whitecap Resources Inc.

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.

IMPERIAL OIL LIMITED

Date: March 19, 2014

By: */s/ William J. Hartnett*

Name: William J. Hartnett  
Title: Vice-President and General Counsel

By: */s/ Brent A. Latimer*

Name: Brent A. Latimer  
Title: Assistant Secretary