

EXXON MOBIL CORP
Form 8-K
March 03, 2016

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): February 29, 2016

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 February 29, 2016, Exxon Mobil Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, 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 2018 (the 2018 Floating Rate Notes), (ii) \$250,000,000 aggregate principal amount of its Floating Rate Notes due 2019 (the 2019 Floating Rate Notes) and, together with the 2018 Floating Rate Notes, the Floating Rate Notes), (iii) \$1,000,000,000 aggregate principal amount of its 1.439% Notes due 2018 (the 2018 Fixed Rate Notes), (iv) \$1,250,000,000 aggregate principal amount of its 1.708% Notes due 2019 (the 2019 Fixed Rate Notes), (v) \$2,500,000,000 aggregate principal amount of its 2.222% Notes due 2021 (the 2021 Fixed Rate Notes), (vi) \$1,250,000,000 aggregate principal amount of its 2.726% Notes due 2023 (the 2023 Fixed Rate Notes), (vii) \$2,500,000,000 aggregate principal amount of its 3.043% Notes due 2026 (the 2026 Fixed Rate Notes) and (viii) \$2,500,000,000 aggregate principal amount of its 4.114% Notes due 2046 (the 2046 Fixed Rate Notes) and, together with the 2018 Fixed Rate Notes, the 2019 Fixed Rate Notes, the 2021 Fixed Rate Notes, the 2023 Fixed Rate Notes and the 2026 Fixed Rate Notes, the Fixed Rate Notes).

The Floating Rate Notes and the Fixed Rate Notes (together, the Notes) will be issued pursuant to the indenture entered into by the Company on March 20, 2014 with Deutsche Bank Trust Company Americas, as trustee, as supplemented by an officer's certificate (the Officer's Certificate) dated March 3, 2016 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 and the Officer's Certificate (including the forms of the Notes) are filed as Exhibits 1.1 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 February 29, 2016 among Exxon Mobil Corporation, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as managers of the underwriters named therein |
| 4.1 | Indenture dated March 20, 2014 between Exxon Mobil Corporation and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Report on Form 8-K of March 20, 2014) |
| 4.2 | Officer's Certificate of Exxon Mobil Corporation dated March 3, 2016 |
| 4.3 | Form of Global Note representing the 2018 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 2018 Fixed Rate Notes (included in Exhibit 4.2) |

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- 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 2021 Fixed Rate Notes (included in Exhibit 4.2)
- 4.8 Form of Global Note representing the 2023 Fixed Rate Notes (included in Exhibit 4.2)
- 4.9 Form of Global Note representing the 2026 Fixed Rate Notes (included in Exhibit 4.2)

- 4.10 Form of Global Note representing the 2046 Fixed Rate Notes (included in Exhibit 4.2)
- 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 3, 2016

EXXON MOBIL CORPORATION

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

INDEX TO EXHIBITS

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