

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

March 2, 2021

## <u>By E-Mail</u>

Eleazer Klein, Esq. Schulte Roth & Zabel 919 Third Avenue New York, NY 10022

> Re: Exxon Mobil Corporation Soliciting Materials filed pursuant to Rule 14a-12 Filed on March 1, 2021 by Engine No. 1 LLC et. al. File No. 001-02256

Dear Mr. Klein:

We have reviewed the above-captioned filing and have the following comments.

## DFAN14A filed March 1, 2021

- 1. With a view toward revised disclosure, please provide us supplemental support for the statement that "...ExxonMobil has now conceded the need for board change...."
- 2. Please ensure that all filings made under Rule 14a-12 include the information and legend required under Rule 14a-12(a)(1).

Please direct any questions to me at (202) 551-3619.

Sincerely,

<u>/s/ Daniel F. Duchovny</u> Daniel F. Duchovny Special Counsel Office of Mergers and Acquisitions