



DIVISION OF  
CORPORATION FINANCE

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

March 9, 2021

**By E-Mail**

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

**Re: Exxon Mobil Corporation  
Preliminary Proxy Statement  
Filed on March 2, 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.

**Preliminary Proxy Statement**

**Cover Page**

1. Each statement or assertion of opinion or belief must be clearly characterized as such, and a reasonable factual basis must exist for each such opinion or belief. Support for opinions or beliefs should be self-evident, disclosed in the proxy statement or provided to the staff on a supplemental basis. Provide support for your belief that “Over the past decade, the Company has failed to evolve in a rapidly changing world, resulting in significant underperformance to the detriment to shareholders...”

**Background to this Proxy Solicitation, page 3**

2. Please expand each subsection to describe in detail your interactions with the company and any specific plans you have to create value.

**Proposal 1. Election of Directors, page 4**

3. Refer to the last paragraph on page 7 above the caption “Vote Required.” There appears to be a discrepancy between the second and third sentence in that the second sentence describes your ability to exercise discretionary authority to vote for a substitute nominee in certain events, as set forth in Rule 14a-4(c)(5), but the third sentence appears to expand upon the circumstances under which you could exercise discretionary authority. Please revise or advise.

Eleazer Klein, Esq.  
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Proposal 3. Advisory Vote on the Compensation of Named Executive Officers, page 10

4. Please revise this section to explain why you recommend that shareholders vote against this proposal.

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

Sincerely,

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