

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 24, 2017

**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**

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(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))
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Item 8.01 Other Events

Exxon Mobil Corporation (“**ExxonMobil**”) has received notice of an unsolicited “mini-tender” offer by TRC Capital Corporation (“**TRC Capital**”) to purchase up to 2,000,000 shares of ExxonMobil’s common stock at an offer price of \$78.00 per share, which is approximately 4.42 percent lower than the \$81.61 per share closing price for shares of ExxonMobil’s common stock on March 10, 2017, the business day prior to the date of the offer. The shares subject to TRC Capital’s offer represent approximately 0.05 percent of the shares outstanding as of the date of the offer.

On March 24, 2017, ExxonMobil issued the press release attached to this Report as Exhibit 99, informing its shareholders that ExxonMobil does not endorse TRC Capital’s unsolicited mini-tender offer and recommending that shareholders do not tender their shares. Shareholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with TRC Capital’s offering documents. The offer is currently scheduled to expire at 12:01 a.m., New York City time, on Tuesday, April 11, 2017, but TRC Capital may extend the offering period at its discretion. ExxonMobil is not affiliated or associated in any way with TRC Capital, its mini-tender offer or the offer documentation.

Additional information concerning mini-tenders is included in the attached press release.

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.

EXXON MOBIL CORPORATION

Date: March 27, 2017

By: \_\_\_\_\_  
/s/ DAVID S. ROSENTHAL  
David S. Rosenthal  
Vice President and Controller  
(Principal Accounting Officer)

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99	News Release

## News Release

**ExxonMobil**

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, TX 75039  
972 444 1107 Telephone  
972 444 1138 Facsimile

FOR IMMEDIATE RELEASE  
FRIDAY, MARCH 24, 2017

### **ExxonMobil Recommends Shareholders Reject the Below-Market Mini-Tender Offer by TRC Capital Corporation**

IRVING, Texas—(Business Wire)—Exxon Mobil Corporation (NYSE:XOM) today announced that it has received notice of an unsolicited mini-tender offer by TRC Capital Corporation to purchase up to 2 million shares of ExxonMobil common stock, which represents approximately 0.05 percent of the shares outstanding as of the March 13, 2017 offer date. TRC Capital's offer price of \$78 per share is approximately 4.42 percent lower than the \$81.61 closing share price of ExxonMobil's common stock on March 10, 2017 – the business day prior to the date of the offer.

ExxonMobil recommends that stockholders do not tender their shares in response to TRC Capital's offer because the offer is at a price below the current market price for ExxonMobil's shares and subject to numerous conditions. ExxonMobil is not affiliated or associated in any way with TRC Capital, its mini-tender offer or the offer documentation.

TRC Capital has made many similar mini-tender offers for shares of other companies. Mini-tender offers seek to acquire less than 5 percent of a company's shares outstanding, thereby avoiding many disclosure and procedural requirements of the U.S. Securities and Exchange Commission (SEC) that apply to offers for more than 5 percent of a company's shares outstanding. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under U.S. securities laws.

The SEC has cautioned investors that some bidders making mini-tender offers at below-market prices are "hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price." More on the SEC's guidance to investors on mini-tender offers is available at [www.sec.gov/investor/pubs/minitend.htm](http://www.sec.gov/investor/pubs/minitend.htm).

ExxonMobil urges investors to obtain current market quotations for their shares, to consult with their broker or financial advisor and to exercise caution with respect to TRC Capital's offer. ExxonMobil recommends that shareholders who have not responded to TRC Capital's offer take no action. Shareholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with TRC Capital's offering documents. The offer is currently scheduled to expire at 12:01 a.m. Eastern Time on Tuesday, April 11, 2017. TRC Capital may extend the offering period at its discretion.

ExxonMobil encourages brokers and dealers, as well as other market participants, to review the SEC's letter regarding broker-dealer mini-tender offer dissemination and disclosure at [www.sec.gov/divisions/marketreg/minitenders/sia072401.htm](http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm).

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ExxonMobil requests that a copy of this news release be included with all distributions of materials relating to TRC Capital's mini-tender offer related to ExxonMobil shares of common stock.

**About ExxonMobil**

ExxonMobil, the largest publicly traded international oil and gas company, uses technology and innovation to help meet the world's growing energy needs. ExxonMobil holds an industry-leading inventory of resources, is the largest refiner and marketer of petroleum products, and its chemical company is one of the largest in the world. For more information, visit [www.exxonmobil.com](http://www.exxonmobil.com) or follow us on Twitter [www.twitter.com/exxonmobil](https://www.twitter.com/exxonmobil).