

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): July 28, 2020

**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) 940-6000**

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(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, without par value	XOM	New York Stock Exchange
0.142% Notes due 2024	XOM24B	New York Stock Exchange
0.524% Notes due 2028	XOM28	New York Stock Exchange
0.835% Notes due 2032	XOM32	New York Stock Exchange
1.408% Notes due 2039	XOM39A	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01 Other Events

Exxon Mobil Corporation (“**ExxonMobil**”) has received notice of an unsolicited “mini-tender” offer by Ponos Industries LLC (“**Ponos**”) to purchase up to 1,000,000 shares of ExxonMobil’s common stock at an offer price of \$48.00 per share. The shares subject to Ponos’ offer represent approximately 0.024 percent of the shares outstanding as of the date of the offer.

On July 28, 2020, ExxonMobil issued the press release attached to this Report as Exhibit 99, informing its shareholders that ExxonMobil does not endorse Ponos’ 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 Ponos’ offering documents. The offer is currently scheduled to expire at 1:00 p.m., New York City time, on Friday, November 27, 2020, but Ponos may extend the offering period at its discretion. ExxonMobil is not affiliated or associated in any way with Ponos, its mini-tender offer or the offer documentation.

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

## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99</a>	News Release
104	Cover Page Interactive Data File (formatted as Inline XBRL).





# News Release



CONTACT: ExxonMobil Media Relations  
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Irving, TX 75039-2298  
972 940 6007 Telephone  
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FOR IMMEDIATE RELEASE  
TUESDAY, JULY 28, 2020

## **ExxonMobil Recommends Shareholders Reject Below-Market Mini-Tender Offer by Ponos Industries LLC**

IRVING, Texas — Exxon Mobil Corporation has received notice of an unsolicited mini-tender offer by Ponos Industries LLC to purchase up to 1 million shares of ExxonMobil common stock, which represents approximately 0.024 percent of the shares outstanding as of the April 27, 2020 offer date.

Ponos' offer price of \$48 per share is conditioned on the closing price per share exceeding \$48 per share on the last day before the offer expires. This means that the offer will only be accepted if the offer is below market value.

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

Ponos 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/reportspubs/investor-publications/investorpubsminitendhtm.html](http://www.sec.gov/reportspubs/investor-publications/investorpubsminitendhtm.html).

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 Ponos' offer. ExxonMobil recommends that shareholders who have not responded to Ponos' 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 Ponos' offering documents. The offer is currently scheduled to expire at 1 p.m. EST on Friday, Nov. 27, 2020. Ponos 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/mini\\_tenders/sia072401.htm](http://www.sec.gov/divisions/marketreg/mini_tenders/sia072401.htm).

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

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### **About ExxonMobil**

ExxonMobil, one of the largest publicly traded international energy companies, uses technology and innovation to help meet the world's growing energy needs. ExxonMobil holds an industry-leading inventory of resources, is one of the largest refiners and marketers of petroleum products, and its chemical company is one of the largest in the world. To learn more, visit [exxonmobil.com](http://exxonmobil.com) and the [Energy Factor](#).

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