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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

EXXON MOBIL CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

13-5409005
(IRS Employer
Identification No.)

5959 Las Colinas Boulevard
Irving, Texas 75039-2298
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: **(972) 940-6000**

ExxonMobil Savings Plan
(Full title of the plans)

Len M. Fox
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2298
Tel: (972) 940-6000

(Name, address and telephone number, including area code, of agent for service)

Copies to

Adam Kaminsky
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Tel: (212) 450-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer a smaller reporting company or an emerging growth company. See the definitions of the "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Exxon Mobil Corporation (“**Registrant**”) is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the “**Commission**”) with respect to 30 million shares of the Registrant’s Common Stock to be offered pursuant to the ExxonMobil Savings Plan (the “**Plan**”). This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on February 25, 1999 (Registration No. 333-72955) and on May 6, 2010 (Registration No. 333-166576), except that provisions contained in Part II of such registration statements are modified as set forth herein.

PART I

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The documents containing the information specified in Part I have been delivered to the participants in the Plan as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference into this registration statement the following documents previously filed with the Commission:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on February 23, 2022 (File No. 001-02256) (the “Annual Report”);

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed);

(c) The description of the Common Stock contained in Exhibit 4(vi) to the Registrants Annual Report on Form 10-K for the fiscal year ended December 31, 2019, including any amendment or report filed for the purpose of updating such description; and

(d) The ExxonMobil Savings Plan Annual Report on Form 11-K for the fiscal year ended December 31, 2020, filed with the Commission on June 10, 2021.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

Exhibit Number

- [4.1](#) [Restated Certificate of Incorporation of the Registrant \(incorporated herein by reference to Exhibit 3\(i\) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015\).](#)
- [4.2](#) [By-laws of the Registrant \(incorporated herein by reference to Exhibit 3\(ii\) to the Registrant's Report on Form 8-K of March 3, 2020\).](#)
- [23.1](#) [Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm of the Registrant.](#)
- [24.1](#) [Power of Attorney.](#)
- [107.1](#) [Calculation of Filing Fee Table.](#)

In lieu of an opinion of counsel concerning compliance with the requirements of the Employee Retirement Income Security Act of 1974, as amended, and an Internal Revenue Service ("IRS") determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code, the Registrant hereby undertakes that it will submit or has submitted the Plan and any amendment thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on May 4, 2022.

EXXON MOBIL CORPORATION

/s/ Darren W. Woods

Darren W. Woods, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, this Registration Statement has been signed on May 4, 2022 by the following persons in the following capacities.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Darren W. Woods	Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 4, 2022
<u>*</u> Michael J. Angelakis	Director	May 4, 2022
<u>*</u> Susan K. Avery	Director	May 4, 2022
<u>*</u> Angela F. Braly	Director	May 4, 2022
<u>*</u> Ursula M. Burns	Director	May 4, 2022
<u>*</u> Kenneth C. Frazier	Director	May 4, 2022

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Gregory J. Goff

Director

May 4, 2022

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Kaisa H. Hietala

Director

May 4, 2022

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Joseph L. Hooley

Director

May 4, 2022

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Steven A. Kandarian

Director

May 4, 2022

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Alexander A. Karsner

Director

May 4, 2022

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Jeffrey W. Ubben

Director

May 4, 2022

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Kathryn A. Mikells

Senior Vice President,
Chief Financial Officer
(Principal Financial Officer)

May 4, 2022

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Len M. Fox

Vice President and Controller
(Principal Accounting Officer)

May 4, 2022

/s/ Antony E. Peters

* By: Antony E. Peters
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the employee benefit plan) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on May 4, 2022.

EXXONMOBIL SAVINGS PLAN

/s/ Tracey C. Gunnlaugsson

Tracey C. Gunnlaugsson

Chairperson, Trustee

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Exxon Mobil Corporation of our report dated February 23, 2022 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Exxon Mobil Corporation's Annual Report on Form 10-K for the year ended December 31, 2021.

We also consent to the incorporation by reference in this Registration Statement of our report dated June 10, 2021 relating to the financial statements, which appears in the Annual Report of ExxonMobil Savings Plan on Form 11-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas

May 4, 2022

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jeremy R. Osterstock, Antony E. Peters, and David R. Woodcock and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign one or more Registration Statements on Form S-8 relating to the registrant's common stock to be offered pursuant to the ExxonMobil Savings Plan, and any and all amendments (including post-effective amendments and other amendments thereto) to such Registration Statements and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney specifically provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney. For the avoidance of doubt, whenever two or more powers of attorney granting the powers specified herein are valid, the agents appointed on each shall act separately unless otherwise specified.

Each of the undersigned has executed this Power of Attorney on the date indicated opposite his or her name.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Darren W. Woods Darren W. Woods	Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	April 28, 2022
/s/ Michael J. Angelakis Michael J. Angelakis	Director	April 28, 2022
/s/ Susan K. Avery Susan K. Avery	Director	April 30, 2022
/s/ Angela F. Braly Angela F. Braly	Director	April 28, 2022
/s/ Ursula M. Burns Ursula M. Burns	Director	April 28, 2022
/s/ Kenneth C. Frazier Kenneth C. Frazier	Director	April 28, 2022

<hr/> <i>/s/ Gregory J. Goff</i> Gregory J. Goff	Director	<hr/> April 28, 2022
<hr/> <i>/s/ Kaisa H. Hietala</i> Kaisa H. Hietala	Director	<hr/> April 29, 2022
<hr/> <i>/s/ Joseph L. Hooley</i> Joseph L. Hooley	Director	<hr/> April 29, 2022
<hr/> <i>/s/ Steven A. Kandarian</i> Steven A. Kandarian	Director	<hr/> April 28, 2022
<hr/> <i>/s/ Alexander A. Karsner</i> Alexander A. Karsner	Director	<hr/> April 28, 2022
<hr/> <i>/s/ Jeffrey W. Ubben</i> Jeffrey W. Ubben	Director	<hr/> April 30, 2022
<hr/> <i>/s/ Kathryn A. Mikells</i> Kathryn A. Mikells	Senior Vice President, Chief Financial Officer <i>(Principal Financial Officer)</i>	<hr/> April 28, 2022
<hr/> <i>/s/ Len M. Fox</i> Len M. Fox	Vice President and Controller <i>(Principal Accounting Officer)</i>	<hr/> April 27, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Exxon Mobil Corporation
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, without par value	Rule 457(c) and Rule 457(h)	30,000,000	\$83.875	\$2,516,250,000.00	0.0000927	\$233,256.38
Total Offering Amounts					\$2,516,250,000.00		\$233,256.38
Total Fee Offsets							-
Net Fee Due							\$233,256.38

(1) This Registration Statement also includes (i) pursuant to Rule 416(a) of the Securities Act of 1933, an indeterminate number of additional shares of the Registrant's Common Stock, without par value, which may be necessary to adjust the number of shares reserved for issuance pursuant to the Plan by reason of any stock split, stock dividend or similar adjustment of the outstanding common stock of the Registrant and (ii) pursuant to Rule 416(c) under the Securities Act of 1933, an indeterminate amount of interests to be offered or sold pursuant to the Plan.

(2) Computed solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low prices per share of Common Stock on the New York Stock Exchange on April 27, 2022, which date is within five business days prior to filing this Registration Statement.