

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 17, 2014

**IMPERIAL OIL LIMITED**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

<u>Canada</u> (State or other jurisdiction of incorporation)	<u>0-12014</u> (Commission File Number)	<u>98-0017682</u> (IRS Employer Identification No.)
<u>237 Fourth Avenue S.W., Calgary, Alberta</u> (Address of principal executive offices)		<u>T2P 3M9</u> (Zip Code)

Registrant's telephone number, including area code: (800) 567-3776

\_\_\_\_\_  
(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 (see General Instruction A.2. below):

- 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))

Item 8.01 Other Events.

On March 17, 2014, the Company announced that it has reached an agreement to sell its interests in assets located in Boundary Lake, Cynthia/West Pembina, and Rocky Mountain House in Western Canada to Whitecap Resources Inc. A copy of the Company's news release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

- 99.1 News release of the Company on March 17, 2014 announcing that it has reached an agreement to sell its interests in assets located in Western Canada to Whitecap Resources Inc.

### SIGNATURES

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.

#### IMPERIAL OIL LIMITED

Date: March 19, 2014

By: */s/ William J. Hartnett*

---

Name: William J. Hartnett  
Title: Vice-President and General Counsel

By: */s/ Brent A. Latimer*

---

Name: Brent A. Latimer  
Title: Assistant Secretary

**Imperial Oil Limited**  
237 - 4<sup>th</sup> Avenue S.W.  
Calgary, AB T2P 0H6

# News Release

## **Imperial Agrees to Sell Certain Western Canada Conventional Oil and Gas Assets**

Calgary, March 17, 2014 -- Imperial Oil Limited has reached an agreement to sell its interest in assets located in Boundary Lake, Cynthia/West Pembina, and Rocky Mountain House in Western Canada to Whitecap Resources Inc. for approximately CA\$855 million. The transaction is expected to close in May.

Located in British Columbia and Alberta, the assets involved in the transaction produced about 15,000 oil-equivalent barrels per day in 2013 on a net before royalty basis. Production is split evenly between oil and gas.

Imperial Oil is one of Canada's largest corporations and a leading member of the country's petroleum industry. The company is a major producer of crude oil and natural gas, Canada's largest petroleum refiner, a key petrochemical producer and a leading marketer with coast-to-coast supply and service station networks.

- 30 -

**FOR MORE INFORMATION, CONTACT:**

John Charlton  
Investor Relations  
403-237-4537

Leanne Dohy  
Public and Government Affairs  
403-237-2710