

IMPERIAL OIL LTD  
Form 8-K  
October 31, 2014

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): October 31, 2014

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

Canada                      0-12014                      98-0017682  
(State or other jurisdiction of      (Commission File Number)      (IRS Employer Identification No.)  
incorporation)

237 Fourth Avenue S.W., Calgary, Alberta                      T2P 3M9  
(Address of principal executive offices)                      (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 2.02 Results of Operations and Financial Condition.

On October 31, 2014, Imperial Oil Limited (the Company) by means of a press release disclosed information relating to the Company's financial condition and results of operations for the fiscal quarter ended September 30, 2014. A copy of the press 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 October 31, 2014 disclosing information relating to the Company's estimated third-quarter financial and operating results for the fiscal quarter ended September 30, 2014.

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: October 31, 2014

By: */s/ Lara Pella*

Name: Lara Pella  
Title: Assistant General Counsel and  
Corporate Secretary

By: */s/ Brent A. Latimer*

Name: Brent A. Latimer  
Title: Assistant Secretary