

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): January 28, 2015

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 January 28, 2015, the Company announced that is evaluating the potential transition of its remaining company-owned Esso retail sites to a branded wholesaler operating model. 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 January 28, 2015 announcing that it is evaluating the potential transition of its remaining company-owned Esso retail sites to a branded wholesaler operating model.

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: January 28, 2015

By: */s/ Lara Pella*

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

By: */s/ Cathryn Walker*

Name: Cathryn Walker
Title: Assistant Corporate Secretary

Imperial evaluating operating model for remaining company-owned Esso stations

- Potential transition of remaining company-owned sites to branded wholesaler operating model is being assessed
- Approximately two-thirds of Esso-branded locations in Canada already operate under the branded wholesaler model

Calgary, AB – January 28, 2015 – Imperial Oil Limited (“Imperial”) is evaluating the potential transition of its remaining company-owned Esso retail sites to a branded wholesaler operating model. Growth opportunities for the *On the Run* convenience store brand will also be evaluated.

Under the branded wholesaler operating model, Imperial supplies fuel to independent third parties who own and/or operate the sites in alignment with Esso brand standards.

The majority of Imperial’s 1700 Esso-branded retail fuel sites in Canada operate under the branded wholesaler model. The remaining 500 sites are company-owned and will be part of this evaluation.

This evaluation will include a non-binding bid process, which will begin in the coming weeks.

“Esso has a long, successful history as a leading retailer of high-quality fuels,” said Brad Merkel, vice president of fuels and lubricants at Imperial. “This evaluation will determine if strategic investments, through new business partnerships, can fuel further growth of the Esso brand in Canada.”

Prospective buyers could include current or potential branded wholesalers who are aligned with Imperial’s intention to continue to grow the Esso brand. Interested parties may contact the Imperial retail evaluation team via e-mail at: essoassetinquiries@esso.ca.

Regardless of the outcome of this evaluation, consumers will still be able to purchase the same high-quality fuel and lubricant products and can continue to expect the same superior buying experience at Esso service stations.

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After more than a century, Imperial continues to be an industry leader in applying technology and innovation to responsibly develop Canada’s energy resources. As Canada’s largest petroleum refiner, a major producer of crude oil and natural gas, a key petrochemical producer and a leading fuels marketer from coast to coast, our company remains committed to high standards across all areas of our business.