

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 8, 2016

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>505 Quarry Park Boulevard S.E., Calgary, Alberta</u> (Address of principal executive offices)	<u>T2C 5N1</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 8, 2016, the Company announced that it has reached agreements with five fuel distributors in Canada to sell its remaining 497 company-owned Esso retail stations. 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 8, 2016 announcing that existing Esso branded distributors will assume ownership and operation of remaining 497 company-owned retail stations.

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 8, 2016

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 to sell remaining company-owned retail stations for \$2.8 billion

- Existing Esso branded distributors to assume ownership and operation of remaining 497 company-owned retail stations
- Esso brand to maintain strong presence in Canada with opportunities for continued growth

Calgary, March 8, 2016 -- Imperial Oil has reached agreements with five fuel distributors in Canada to sell its remaining 497 company-owned Esso retail stations.

Distributors purchasing the sites include Alimentation Couche-Tard Inc. for retail stations in Ontario and Quebec, 7-Eleven Canada Inc. for sites in Alberta and British Columbia, Harnois Groupe pétrolier for sites in Quebec, Parkland Fuel Corp. for sites in Saskatchewan and Manitoba, and Wilson Fuel Co. Limited for sites in Nova Scotia and Newfoundland. These distributors have a proven track record of providing high-quality customer service and operational excellence within the fuels marketing industry in Canada.

"We believe these agreements represent the best way for Imperial to grow in the highly competitive Canadian fuels marketing business," said Rich Kruger, chairman, president and chief executive officer of Imperial. "The Esso brand has a leading presence in Canada through our distributor network and strong prospects for continued growth to the benefit of our customers and shareholders."

More than 1,700 Esso retail stations currently operate in Canada.

The sales are anticipated to close by year-end 2016, subject to regulatory approvals. Proceeds from the transactions are valued at about C\$2.8 billion.

The *On the Run/Marché Express* convenience store franchise will continue to operate at select retail stations within the Esso network under the ownership and management of Parkland Fuel.

Esso's marketing and loyalty programs will continue unchanged.

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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.