

EXXON MOBIL CORP
Form S-4/A
May 20, 2010
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As filed with the Securities and Exchange Commission on May 20, 2010

Registration No. 333-164620

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

AMENDMENT NO. 3
TO
FORM S-4
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 or Organization)

2911
(Primary Standard Industrial
Classification Code Number)
5959 Las Colinas Boulevard

13-5409005
(I.R.S. Employer
Identification Number)

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Irving, Texas 75039-2298

(972) 444-1000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Patrick T. Mulva

Exxon Mobil Corporation

5959 Las Colinas Boulevard

Irving, Texas 75039-2298

(972) 444-1000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

George R. Bason, Jr.

Louis L. Goldberg

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, New York 10017

(212) 450-4000

Roger S. Aaron

Stephen F. Arcano

Kenneth M. Wolff

Skadden, Arps, Slate, Meagher & Flom LLP

4 Times Square

New York, New York 10036

(212) 735-3000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement and the effective time of the merger of ExxonMobil Investment Corporation (**Merger Sub**), a wholly owned subsidiary of Exxon Mobil Corporation (**ExxonMobil**), with and into XTO Energy Inc. (**XTO Energy**), as described in the Agreement and Plan of Merger dated as of December 13, 2009 among XTO Energy, ExxonMobil and Merger Sub.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the **Securities Act**), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934 (the **Exchange Act**).

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting
 company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee(3)
Common Stock, without par value	430,094,421	N/A	\$27,739,817,697	\$1,977,849(4)

- (1) Represents the maximum number of shares of common stock of ExxonMobil estimated to be issuable upon completion of the merger described in this proxy statement/prospectus, equal to the product of (i) the maximum number of shares of XTO Energy common stock that may be canceled and exchanged in the merger (based on 583,275,792 shares of XTO Energy common stock outstanding on January 22, 2010, 18,281,806 shares of XTO Energy common stock issuable pursuant to the exercise of XTO Energy options outstanding on January 22, 2010, 1,927,800 shares of XTO Energy common stock issuable pursuant to the exercise of XTO Energy warrants outstanding on January 22, 2010, 2,427,083 shares of XTO Energy common stock to be issued immediately prior to completion of the merger pursuant to certain grant agreements with the named executive officers of XTO Energy and 24,996 shares issued to XTO Energy's non-employee directors in February 2010 constituting such directors' annual equity grant), multiplied by (ii) the exchange ratio of 0.7098 of a share of ExxonMobil common stock for each share of XTO Energy common stock.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the registrant's common stock was calculated based upon the market value of shares of XTO Energy common stock (the securities to be canceled in the merger) in accordance with Rule 457(c) and is equal to the product of (i) \$45.78, the average of the high and low prices per share of XTO Energy common stock on the New York Stock Exchange on January 26, 2010, multiplied by (ii) 605,937,477, the maximum number of shares of XTO Energy common stock that may be canceled and exchanged in the merger as of January 22, 2010.
- (3) Calculated pursuant to Section 6(b) of the Securities Act and SEC Fee Advisory #4 for Fiscal Year 2010 at a rate equal to \$71.30 per \$1,000,000 of the proposed maximum aggregate offering price.
- (4) Previously paid in connection with the initial filing of this Registration Statement on February 1, 2010 and the filing of Amendment No. 1 to this Registration Statement on March 24, 2010.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

PRELIMINARY SUBJECT TO COMPLETION DATED MAY 20, 2010

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

May 20, 2010

Dear XTO Energy Inc. Stockholder:

On December 13, 2009, XTO Energy Inc. and Exxon Mobil Corporation entered into a merger agreement that provides for XTO Energy to become a wholly owned subsidiary of ExxonMobil. The XTO Energy board of directors has determined that the merger and the merger agreement are advisable and in the best interests of XTO Energy and its stockholders and has approved the merger agreement and the merger.

If the merger is completed, each outstanding share of XTO Energy common stock will be converted into the right to receive 0.7098 shares of ExxonMobil common stock. Immediately following completion of the merger, it is expected that XTO Energy stockholders will own approximately 8% of the outstanding shares of ExxonMobil common stock, based on the number of shares of XTO Energy and ExxonMobil common stock outstanding, on a fully diluted basis, as of May 14, 2010. The common stock of each of ExxonMobil and XTO Energy is traded on the New York Stock Exchange under the symbols XOM and XTO, respectively.

We are holding a special meeting of stockholders on Friday, June 25, 2010 at 10:00 a.m., local time, in the Top of the Town Ballroom on the Twelfth Floor of The Fort Worth Club, 306 W. 7th Street, Fort Worth, Texas, to obtain your vote to adopt the merger agreement. Your vote is very important. The merger cannot be completed unless the holders of a majority of the outstanding shares of XTO Energy common stock vote for the adoption of the merger agreement at the special meeting.

The XTO Energy board of directors recommends that XTO Energy stockholders vote FOR the adoption of the merger agreement.

On behalf of the XTO Energy board of directors, I invite you to attend the special meeting. Whether or not you expect to attend the XTO Energy special meeting in person, we urge you to submit your proxy as promptly as possible through one of the delivery methods described in the accompanying proxy statement/prospectus.

In addition, we urge you to read carefully the accompanying proxy statement/prospectus (and the documents incorporated by reference into the accompanying proxy statement/prospectus) which includes important information about the merger agreement, the proposed merger, XTO Energy, ExxonMobil and the special meeting. **Please pay particular attention to the section titled Risk Factors beginning on page 27 of the accompanying proxy statement/prospectus.**

On behalf of the XTO Energy board of directors, thank you for your continued support.

Sincerely,

Bob R. Simpson

Chairman of the Board and Founder

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

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The accompanying proxy statement/prospectus is dated May 20, 2010 and is first being mailed to the stockholders of XTO Energy on or about May 24, 2010.

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ADDITIONAL INFORMATION

The accompanying document is the proxy statement of XTO Energy Inc. for its special meeting of stockholders and the prospectus of Exxon Mobil Corporation for the shares of Exxon Mobil Corporation common stock to be issued as consideration for the merger. The accompanying proxy statement/prospectus incorporates important business and financial information about Exxon Mobil Corporation and XTO Energy Inc. from documents that are not included in or delivered with the accompanying proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain documents incorporated by reference into the accompanying proxy statement/prospectus by requesting them in writing or by telephone from Exxon Mobil Corporation or XTO Energy Inc. at the following addresses and telephone numbers:

ExxonMobil Shareholder Services
c/o Computershare Trust Company, N.A.
P.O. Box 43078
Providence, Rhode Island 02940-3078

XTO Energy Inc.
810 Houston Street
Fort Worth, Texas 76102-6298
Attn: Investor Relations

Telephone: (800) 252-1800 (within the U.S. and Canada)

Telephone: (817) 870-2800 or (800) 299-2800

Telephone: (781) 575-2058 (outside the U.S. and Canada)

In addition, if you have questions about the merger or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, please contact Innisfree M&A Incorporated, the proxy solicitor for XTO Energy Inc., toll-free at (877) 750-5836 (banks and brokers call collect at (212) 750-5833). You will not be charged for any of these documents that you request.

If you would like to request documents, please do so by June 18, 2010 in order to receive them before the special meeting.

See **Where You Can Find More Information** beginning on page 131 of the accompanying proxy statement/prospectus for further information.

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810 Houston Street

Fort Worth, Texas 76102

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of XTO Energy Inc.:

Notice is hereby given that a special meeting of stockholders of XTO Energy Inc., which is referred to as XTO Energy, a Delaware corporation, will be held on Friday, June 25, 2010 at 10:00 a.m., local time, in the Top of the Town Ballroom on the Twelfth Floor of The Fort Worth Club, 306 W. 7th Street, Fort Worth, Texas, solely for the following purposes:

To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of December 13, 2009 (as it may be amended from time to time), among Exxon Mobil Corporation, which is referred to as ExxonMobil, ExxonMobil Investment Corporation, a wholly owned subsidiary of ExxonMobil, and XTO Energy, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice; and

To approve the adjournment of the XTO Energy special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.

These items of business, including the merger agreement and the proposed merger, are described in detail in the accompanying proxy statement/prospectus. **The XTO Energy board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and in the best interests of XTO Energy and its stockholders and recommends that XTO Energy stockholders vote FOR the proposal to adopt the merger agreement and FOR the adjournment of the XTO Energy special meeting if necessary to solicit additional proxies in favor of such adoption.**

Only stockholders of record as of the close of business on May 3, 2010 are entitled to notice of the XTO Energy special meeting and to vote at the XTO Energy special meeting or at any adjournment or postponement thereof. A list of stockholders entitled to vote at the special meeting will be available in our offices located at 810 Houston Street, Fort Worth, Texas 76102, during regular business hours for a period of no less than ten days before the special meeting and at the place of the special meeting during the meeting.

Adoption of the merger agreement by the XTO Energy stockholders is a condition to the merger and requires the affirmative vote of holders of a majority of the shares of XTO Energy common stock outstanding and entitled to vote thereon. Therefore, your vote is very important. **Your failure to vote your shares will have the same effect as a vote AGAINST the adoption of the merger agreement.**

By order of the board of directors,

VIRGINIA N. ANDERSON

Secretary

Fort Worth, Texas

May 20, 2010

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YOUR VOTE IS IMPORTANT!

WHETHER OR NOT YOU EXPECT TO ATTEND THE XTO ENERGY SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) THROUGH THE INTERNET, (2) BY TELEPHONE OR (3) BY MARKING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. You may revoke your proxy or change your vote at any time before the XTO Energy special meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished to you by such record holder.

We urge you to read the accompanying proxy statement/prospectus, including all documents incorporated by reference into the accompanying proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger, the special meeting or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need help voting your shares of XTO Energy common stock, please contact XTO Energy's proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10022

Stockholders, call toll-free: (877) 750-5836

Banks and brokers, call collect: (212) 750-5833

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

The following are some questions that you, as a stockholder of XTO Energy, may have regarding the merger and the special meeting, and brief answers to those questions. You are urged to read carefully this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety because this section may not provide all of the information that is important to you with respect to the merger and the special meeting. Additional important information is contained in the annexes to, and the documents incorporated by reference into, this proxy statement/prospectus.

Q: Why am I receiving this document?

A: ExxonMobil and XTO Energy have agreed to a merger, pursuant to which XTO Energy will become a wholly owned subsidiary of ExxonMobil and will cease to be a publicly held corporation. In order to complete the merger, XTO Energy stockholders must vote to adopt the merger agreement, and XTO Energy is holding a special meeting of stockholders solely to obtain such stockholder approval. In the merger, ExxonMobil will issue shares of ExxonMobil common stock as the consideration to be paid to holders of XTO Energy common stock.

This document is being delivered to you as both a proxy statement of XTO Energy and a prospectus of ExxonMobil in connection with the merger. It is the proxy statement by which the XTO Energy board of directors is soliciting proxies from you to vote on the adoption of the merger agreement at the special meeting or at any adjournment or postponement of the special meeting. It is also the prospectus by which ExxonMobil will issue ExxonMobil common stock to you in the merger.

Q: What will happen in the merger?

A: In the merger, ExxonMobil Investment Corporation, a wholly owned subsidiary of ExxonMobil that was formed for the purpose of the merger, will be merged with and into XTO Energy. XTO Energy will be the surviving corporation in the merger and will be a wholly owned subsidiary of ExxonMobil following completion of the merger.

Q: What will I receive in the merger?

A: If the merger is completed, each of your shares of XTO Energy common stock will be cancelled and converted automatically into the right to receive 0.7098 of a share of ExxonMobil common stock. XTO Energy stockholders will receive cash for any fractional shares of ExxonMobil common stock that they would otherwise receive in the merger.

Based on the closing price of \$72.83 for ExxonMobil common stock on the New York Stock Exchange on December 11, 2009, the last trading day before the public announcement of the merger agreement, the merger consideration represented approximately \$51.69 in value for each share of XTO Energy common stock. Based on the closing price of \$63.60 for ExxonMobil common stock on the New York Stock Exchange on May 14, 2010, the most recent practicable trading day prior to the date of this proxy statement/prospectus, the merger consideration represented approximately \$45.14 in value for each share of XTO Energy common stock. **The market price of ExxonMobil common stock will fluctuate prior to the merger, and the market price of ExxonMobil common stock when received by XTO Energy stockholders after the merger is completed could be greater or less than the current market price of ExxonMobil common stock.** See Risk Factors beginning on page 27 of this proxy statement/prospectus.

Q: What happens if the merger is not completed?

A:

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If the merger agreement is not adopted by XTO Energy stockholders or if the merger is not completed for any other reason, you will not receive any payment for your shares of XTO Energy common stock in

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connection with the merger. Instead, XTO Energy will remain an independent public company and its common stock will continue to be listed and traded on the New York Stock Exchange. If the merger agreement is terminated under specified circumstances, XTO Energy may be required to pay ExxonMobil a termination fee of \$900 million as described under *The Merger Agreement Termination Fee Payable by XTO Energy* beginning on page 101 of this proxy statement/prospectus.

Q: Will I continue to receive future dividends?

A: Before completion of the merger, XTO Energy expects to continue to pay its regular quarterly cash dividends on shares of its common stock, which currently are \$0.125 per share. However, XTO Energy and ExxonMobil will coordinate the timing of dividend declarations leading up to the merger so that a holder will neither receive two dividends, nor fail to receive one dividend, for any quarter. Receipt of the regular quarterly dividend will not reduce the merger consideration you receive. After completion of the merger, you will be entitled only to dividends on any shares of ExxonMobil common stock you receive in the merger. While ExxonMobil provides no assurances as to the level or payment of any future dividends on shares of its common stock, and ExxonMobil's board of directors has the power to modify dividend policy at any time, ExxonMobil presently pays dividends at a quarterly rate of \$0.42 per share of ExxonMobil common stock.

Q: What am I being asked to vote on?

A: XTO Energy's stockholders are being asked to vote on the following proposals:

to adopt the merger agreement between ExxonMobil and XTO Energy, a copy of which is attached as Annex A to this proxy statement/prospectus; and

to approve the adjournment of the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.

The approval of the proposal to adopt the merger agreement by XTO Energy stockholders is a condition to the obligations of XTO Energy and ExxonMobil to complete the merger.

Q: Does XTO Energy's board of directors recommend that stockholders adopt the merger agreement?

A: Yes. The XTO Energy board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger, and determined that these transactions are advisable and in the best interests of the XTO Energy stockholders. Therefore, the XTO Energy board of directors recommends that you vote **FOR** the proposal to adopt the merger agreement at the special meeting. See *The Merger XTO Energy Reasons for the Merger; Recommendation of the XTO Energy Board of Directors* beginning on page 55 of this proxy statement/prospectus.

Q: What stockholder vote is required for the approval of each proposal?

A: The following are the vote requirements for the proposals:

Adoption of the Merger Agreement: The affirmative vote of holders of a majority of the shares of XTO Energy common stock outstanding and entitled to vote on the proposal. Accordingly, abstentions and unvoted shares will have the same effect as votes

AGAINST adoption.

Adjournment (if necessary): The affirmative vote of holders of a majority of the shares of XTO Energy common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal.

Q: *What constitutes a quorum for the special meeting?*

A: A majority of the outstanding shares of XTO Energy common stock entitled to vote being present in person or represented by proxy constitutes a quorum for the special meeting.

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Q: When is this proxy statement/prospectus being mailed?

A: This proxy statement/prospectus and the proxy card are first being sent to XTO Energy stockholders on or near May 24, 2010.

Q: Who is entitled to vote at the special meeting?

A: All holders of XTO Energy common stock who held shares at the close of business on the record date for the special meeting (May 3, 2010) are entitled to receive notice of and to vote at the special meeting provided that such shares remain outstanding on the date of the special meeting. As of the close of business on the record date, there were 584,362,872 shares of XTO Energy common stock outstanding and entitled to vote at the special meeting. Each share of XTO Energy common stock is entitled to one vote.

Q: When and where is the special meeting?

A: The special meeting will be held in the Top of the Town Ballroom on the Twelfth Floor of The Fort Worth Club, 306 W. 7th Street, Fort Worth, Texas, on Friday, June 25, 2010 at 10:00 a.m., local time.

Q: How do I vote my shares at the special meeting?

A: If you are entitled to vote at the XTO Energy special meeting and hold your shares in your own name, you can submit a proxy or vote in person by completing a ballot at the special meeting. However, XTO Energy encourages you to submit a proxy before the special meeting even if you plan to attend the special meeting. A proxy is a legal designation of another person to vote your shares of XTO Energy common stock on your behalf. If you hold shares in your own name, you may submit a proxy for your shares by:

calling the toll-free number specified on the enclosed proxy card and follow the instructions when prompted;

accessing the Internet web site specified on the enclosed proxy card and follow the instructions provided to you; or

filling out, signing and dating the enclosed proxy card and mailing it in the prepaid envelope included with these proxy materials. If you submit a proxy by telephone or the Internet web site, please do not return your proxy card by mail.

See the response to the next question for how to vote shares held through a broker or other nominee.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. If your shares are held in an account at a broker or through another nominee, you must instruct the broker or other nominee on how to vote your shares by following the instructions that the broker or other nominee provides to you with these materials. Most brokers offer the ability for stockholders to submit voting instructions by mail by completing a voting instruction card, by telephone and via the Internet. If you do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can register your shares as being present at the special meeting for purposes of determining a quorum, but will not be able to vote on those matters for which specific authorization is required. Under

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the current rules of the New York Stock Exchange, brokers do not have discretionary authority to vote on the proposal to adopt the merger agreement. **A broker non-vote will have the same effect as a vote AGAINST adoption of the merger agreement.**

If you hold shares through a broker or other nominee and wish to vote your shares in person at the special meeting, you must obtain a proxy from your broker or other nominee and present it to the inspector of election with your ballot when you vote at the special meeting.

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Q: How will my shares be represented at the special meeting?

A: If you submit your proxy by telephone, the Internet web site or by signing and returning your proxy card, the officers named in your proxy card will vote your shares in the manner you requested if you correctly submitted your proxy. If you sign your proxy card and return it without indicating how you would like to vote your shares, your proxy will be voted as the XTO Energy board of directors recommends, which is:

FOR the adoption of the merger agreement; and

FOR the approval of the adjournment of the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.

Q: Who may attend the special meeting?

A: XTO Energy stockholders (or their authorized representatives) and XTO Energy's invited guests may attend the special meeting. Stockholders may call the XTO Energy Office of the Corporate Secretary at (866) 255-0679 to obtain directions to the location of the special meeting.

Q: Is my vote important?

A: Yes, your vote is very important. If you do not submit a proxy or vote in person at the special meeting, it will be more difficult for XTO Energy to obtain the necessary quorum to hold the special meeting. In addition, an abstention or your failure to submit a proxy or to vote in person will have the same effect as a vote **AGAINST** the adoption of the merger agreement. If you hold your shares through a broker or other nominee, your broker or other nominee will not be able to cast a vote on the adoption of the merger agreement without instructions from you. **The XTO Energy board of directors recommends that you vote FOR the adoption of the merger agreement.**

Q: Can I revoke my proxy or change my voting instructions?

A: Yes. You may revoke your proxy and/or change your vote at any time before your proxy is voted at the special meeting. If you are a stockholder of record, you can do this by:

sending a written notice stating that you revoke your proxy to XTO Energy at 810 Houston Street, Fort Worth, Texas 76102, Attn: Corporate Secretary, that bears a date later than the date of the proxy and is received prior to the special meeting;

submitting a valid, later-dated proxy by mail, telephone or Internet that is received prior to the special meeting; or

attending the special meeting and voting by ballot in person (your attendance at the special meeting will not, by itself, revoke any proxy that you have previously given).

If you hold your shares through a broker or other nominee, you must follow the directions you receive from your broker or other nominee in order to revoke or change your voting instructions.

Q: What happens if I sell my shares after the record date but before the special meeting?

A: The record date for the special meeting is earlier than the date of the special meeting and the date that the merger is expected to be completed. If you sell or otherwise transfer your XTO Energy shares after the record date but before the date of the special meeting, you will retain your right to vote at the special meeting. However, you will not have the right to receive the merger consideration to be received by XTO Energy's stockholders in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

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Q: What do I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement/prospectus, proxy cards and/or voting instruction forms. This can occur if you hold your shares in more than one brokerage account, if you hold shares directly as a record holder and also in street name, or otherwise through a nominee, and in certain other circumstances. If you receive more than one set of voting materials, each should be voted and/or returned separately in order to ensure that all of your shares are voted.

Q: Am I entitled to appraisal rights if I vote against the adoption of the merger agreement?

A: No. Appraisal rights confer on stockholders who vote against the merger the right to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the merger. Appraisal rights are not available under the Delaware General Corporation Law in connection with the merger.

Q: Is completion of the merger subject to any conditions?

A: Yes. In addition to the adoption of the merger agreement by XTO Energy stockholders, completion of the merger requires the receipt of the necessary governmental and regulatory approvals and the satisfaction or, to the extent permitted by applicable law, waiver of the other conditions specified in the merger agreement.

Q: When do you expect to complete the merger?

A: XTO Energy and ExxonMobil are working towards completing the merger promptly. XTO Energy and ExxonMobil currently expect to complete the merger in the second quarter of 2010, subject to receipt of XTO Energy's stockholder approval, governmental and regulatory approvals and other usual and customary closing conditions. However, no assurance can be given as to when, or if, the merger will occur.

Q: Is the transaction expected to be taxable to XTO Energy stockholders?

A: XTO Energy and ExxonMobil have structured the merger as a reorganization for U.S. federal income tax purposes. Accordingly, XTO Energy stockholders will generally not be subject to U.S. federal income tax as a result of the exchange of their shares of XTO Energy common stock for ExxonMobil common stock in the merger, except in connection with any cash received in lieu of fractional shares of ExxonMobil common stock. See The Merger Material U.S. Federal Income Tax Consequences of the Merger beginning on page 75 of this proxy statement/prospectus.

Q: What do I need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this proxy statement/prospectus, including its annexes. Then, please vote your shares of XTO Energy common stock, which you may do by:

completing, dating, signing and returning the enclosed proxy card in the accompanying postage-paid envelope;

submitting your proxy by telephone or via the Internet by following the instructions included on your proxy card; or

attending the special meeting and voting by ballot in person.

If you hold shares through a broker or other nominee, please instruct your broker or nominee to vote your shares by following the instructions that the broker or nominee provides to you with these materials.

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Q: Should I send in my stock certificates now?

A: No. XTO Energy stockholders should not send in their stock certificates at this time. After completion of the merger, ExxonMobil's exchange agent will send you a letter of transmittal and instructions for exchanging your shares of XTO Energy common stock for the merger consideration. Unless you specifically request to receive ExxonMobil stock certificates, the shares of ExxonMobil stock you receive in the merger will be issued in book-entry form.

Q: Whom should I call with questions?

A: XTO Energy stockholders should call Innisfree M&A Incorporated, XTO Energy's proxy solicitor, toll-free at (877) 750-5836 (banks and brokers call collect at (212) 750-5833) with any questions about the merger or the special meeting, or to obtain additional copies of this proxy statement/prospectus, proxy cards or voting instruction forms.

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SUMMARY

*This summary highlights selected information from this proxy statement/prospectus. It may not contain all of the information that is important to you. You are urged to read carefully the entire proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in order to fully understand the merger agreement and the proposed merger. See *Where You Can Find More Information* beginning on page 131 of this proxy statement/prospectus. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.*

Information about ExxonMobil, XTO Energy and ExxonMobil Investment Corporation (See Page 36).

Exxon Mobil Corporation

Exxon Mobil Corporation, which is referred to in this proxy statement/prospectus as ExxonMobil, was incorporated in the State of New Jersey in 1882. Divisions and affiliated companies of ExxonMobil operate or market products in the United States and most other countries of the world. Their principal business is energy, involving exploration for, and production of, crude oil and natural gas, manufacture of petroleum products and transportation and sale of crude oil, natural gas and petroleum products. ExxonMobil is a major manufacturer and marketer of commodity petrochemicals, including olefins, aromatics, polyethylene and polypropylene plastics and a wide variety of specialty products. ExxonMobil also has interests in electric power generation facilities. Affiliates of ExxonMobil conduct extensive research programs in support of these businesses.

The principal trading market for ExxonMobil's common stock (NYSE: XOM) is the New York Stock Exchange.

The principal executive offices of ExxonMobil are located at 5959 Las Colinas Boulevard, Irving, TX 75039-2298, its telephone number is (972) 444-1000 and its website is www.exxonmobil.com.

XTO Energy Inc.

XTO Energy Inc., which is referred to in this proxy statement/prospectus as XTO Energy, a Delaware corporation, is engaged in the acquisition, development, exploitation and exploration of both producing oil and gas properties and unproved properties, and in the production, processing, marketing and transportation of oil and natural gas. XTO Energy's proved reserves are principally located in relatively long-lived fields with an extensive base of hydrocarbons in place and, in most cases, well-established production histories concentrated in the Eastern Region, including the East Texas Basin, Haynesville Shale, northwestern Louisiana and Mississippi; the North Texas Region, including the Barnett Shale; the Mid-Continent and Rocky Mountain Region, including the Fayetteville, Woodford and Bakken Shales; the San Juan Region; the Permian Region; the South Texas and Gulf Coast Region, including the offshore Gulf of Mexico; and other regions, including Marcellus Shale and North Sea.

XTO Energy was incorporated in 1990 to acquire the business and properties of predecessor entities that were created from 1986 through 1989. XTO Energy's initial public offering of common stock was completed in May 1993. XTO Energy was formerly known as Cross Timbers Oil Company and changed its name to XTO Energy Inc. in June 2001.

The principal trading market for XTO Energy's common stock (NYSE: XTO) is the New York Stock Exchange.

The principal executive offices of XTO Energy are located at 810 Houston Street, Fort Worth, TX 76102, its telephone number is (817) 870-2800 and its website is www.xtoenergy.com.

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ExxonMobil Investment Corporation

ExxonMobil Investment Corporation, which is referred to in this proxy statement/prospectus as Merger Sub, is a Delaware corporation and a wholly owned subsidiary of ExxonMobil. Merger Sub was formed solely for the purpose of consummating the merger. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the merger.

The principal executive offices of Merger Sub are located at 5959 Las Colinas Boulevard, Irving, TX 75039-2298 and its telephone number is (972) 444-1000.

The Merger (See Page 42).

ExxonMobil, Merger Sub and XTO Energy have entered into the Agreement and Plan of Merger, dated as of December 13, 2009, which, as it may be amended from time to time, is referred to in this proxy statement/prospectus as the merger agreement. Subject to the terms and conditions of the merger agreement and in accordance with Delaware law, Merger Sub will be merged with and into XTO Energy, with XTO Energy continuing as the surviving corporation. Upon completion of this transaction, which is referred to in this proxy statement/prospectus as the merger, XTO Energy will be a wholly owned subsidiary of ExxonMobil, and XTO Energy common stock will no longer be outstanding or publicly traded.

A copy of the merger agreement is attached as Annex A to this proxy statement/prospectus. **You should read the merger agreement carefully because it is the legal document that governs the merger.**

Special Meeting of XTO Energy Stockholders (See Page 38).

Meeting. The special meeting will be held in the Top of the Town Ballroom on the Twelfth Floor of The Fort Worth Club, 306 W. 7th Street, Fort Worth, Texas, on Friday, June 25, 2010 at 10:00 a.m., local time. At the special meeting, XTO Energy stockholders will be asked to vote on the following proposals:

to adopt the merger agreement; and

to approve the adjournment of the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.

Record Date. Only XTO Energy stockholders of record at the close of business on May 3, 2010 will be entitled to receive notice of and to vote at the special meeting. As of the close of business on the record date of May 3, 2010, there were 584,362,872 shares of XTO Energy common stock outstanding and entitled to vote at the meeting. Each holder of XTO Energy common stock is entitled to one vote for each share of common stock owned as of the record date.

Required Vote. To adopt the merger agreement, holders of a majority of the shares of XTO Energy common stock outstanding and entitled to vote on the proposal must vote in favor of adoption of the merger agreement. **XTO Energy cannot complete the merger unless its stockholders adopt the merger agreement.** Because approval is based on the affirmative vote of a majority of the outstanding shares of XTO Energy common stock, **an XTO Energy stockholder's failure to vote, an abstention from voting or the failure of an XTO Energy stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee will have the same effect as a vote AGAINST adoption of the merger agreement.**

To approve the adjournment of the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting, the affirmative vote of holders of a majority of the shares of XTO Energy common stock present in person or represented by proxy at the special meeting and entitled to vote at the special meeting is required. Because approval of this proposal is based on the

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affirmative vote of holders of a majority of the shares present in person or by proxy and entitled to vote, abstentions will have the same effect as a vote **AGAINST** such proposal, but failures to be present to vote and failures of XTO Energy stockholders who hold their shares in street name through brokers or other nominees to give voting instructions to such brokers or other nominees will have no effect on the vote held on such proposal.

Stock Ownership of and Voting by XTO Energy's Directors and Executive Officers. At the close of business on the record date for the special meeting, XTO Energy's directors and executive officers and their affiliates beneficially owned and had the right to vote 23,564,413 shares of XTO Energy common stock at the special meeting, which represents approximately 4% of the XTO Energy common stock entitled to vote at the special meeting. It is expected that XTO Energy's directors and executive officers will vote their shares **FOR** the adoption of the merger agreement, although none of them has entered into any agreement requiring them to do so.

What XTO Energy Stockholders Will Receive in the Merger (See Page 86).

If the merger is completed, XTO Energy stockholders will be entitled to receive in the merger, for each share of XTO Energy common stock that they own, 0.7098 of a share of ExxonMobil common stock. The number of shares of ExxonMobil common stock delivered in respect of each share of XTO Energy common stock in the merger is referred to in this proxy statement/prospectus as the exchange ratio. ExxonMobil will not issue any fractional shares of its common stock in the merger. Instead, the total number of shares of ExxonMobil common stock that each XTO Energy stockholder will receive in the merger will be rounded down to the nearest whole number, and each XTO Energy stockholder will receive cash, without interest, for any fractional shares of ExxonMobil common stock that he or she would otherwise receive in the merger. The amount of cash for fractional shares will be calculated by multiplying the fraction of a share of ExxonMobil common stock that the XTO Energy stockholder would otherwise be entitled to receive in the merger by the closing sale price of a share of ExxonMobil common stock on the trading day immediately preceding the completion of the merger. The ExxonMobil common stock received based on the exchange ratio, together with any cash received in lieu of fractional shares, is referred to in this proxy statement/prospectus as the merger consideration.

Example: If you currently own 100 shares of XTO Energy common stock, you will be entitled to receive 70 shares of ExxonMobil common stock and cash for the market value of 0.98 shares of ExxonMobil common stock at the closing sale price of a share of ExxonMobil common stock on the trading day immediately preceding the completion of the merger.

The exchange ratio of 0.7098 of a share of ExxonMobil common stock is fixed, which means that it will not change between now and the date of the merger, regardless of whether the market price of either ExxonMobil or XTO Energy common stock changes. Therefore, the value of the merger consideration will depend on the market price of ExxonMobil common stock at the time XTO Energy stockholders receive ExxonMobil common stock in the merger. Based on the closing price of \$72.83 for ExxonMobil common stock on the New York Stock Exchange on December 11, 2009, the last trading day before the public announcement of the merger agreement, the merger consideration represented approximately \$51.69 in value for each share of XTO Energy common stock. Based on the closing price of \$63.60 for ExxonMobil common stock on the New York Stock Exchange on May 14, 2010, the most recent practicable trading day prior to the date of this proxy statement/prospectus, the merger consideration represented approximately \$45.14 in value for each share of XTO Energy common stock. **The market price of ExxonMobil common stock will fluctuate prior to the merger, and the market price of ExxonMobil common stock when received by XTO Energy stockholders after the merger is completed could be greater or less than the current market price of ExxonMobil common stock.**

Table of Contents**Treatment of Equity Awards (See Page 87).**

Upon completion of the merger, each option to purchase shares of XTO Energy common stock granted under XTO Energy's equity compensation plans outstanding immediately prior to the completion of the merger will be converted into an option to acquire a number of shares of ExxonMobil common stock (rounded down to the nearest whole share) equal to the product of (a) the number of shares of XTO Energy common stock subject to the XTO Energy option immediately prior to the completion of the merger multiplied by (b) the exchange ratio in the merger. The exercise price per share of ExxonMobil common stock subject to a converted option will be an amount (rounded up to the nearest whole cent) equal to the quotient of (1) the exercise price per share of XTO Energy common stock subject to the XTO Energy option immediately prior to the completion of the merger divided by (2) the exchange ratio in the merger. Options with vesting conditions contingent on the achievement of specified XTO Energy stock targets will be adjusted based on the exchange ratio in the merger (rounded up to the nearest whole cent). Each converted option will remain subject to the same terms and conditions (including vesting terms) as were applicable to the XTO Energy option immediately prior to the completion of the merger, except for those converted options held by Bob R. Simpson, Keith A. Hutton, Vaughn O. Vennerberg, II, Louis G. Baldwin and Timothy L. Petrus. See *Interests of Certain Persons in the Merger XTO Energy Named Executive Officers Treatment of Stock Options and Other Equity-Based Awards* beginning on page 104 of this proxy statement/prospectus for a discussion of the terms and conditions applicable to converted options held by Messrs. Simpson, Hutton, Vennerberg, Baldwin and Petrus. Employees terminating employment at or within a stated period after the completion of the merger for reasons other than for cause or voluntary resignation without good reason (as defined in the applicable plans and arrangements) will have their option vesting accelerated upon such termination.

Upon completion of the merger, each restricted stock award or performance share award (which represents a share of XTO Energy common stock subject to vesting and forfeiture) granted under XTO Energy's equity compensation plans outstanding immediately prior to the completion of the merger will be converted into a restricted stock award or performance share award, as applicable, relating to a number of shares of ExxonMobil common stock based on the exchange ratio in the merger (rounded down to the nearest whole share). Each converted restricted stock award or performance share award will remain subject to the same terms, restrictions and vesting schedules as were applicable to the XTO Energy restricted stock award or performance share award prior to the completion of the merger (with any vesting conditions contingent on the achievement of specified XTO Energy stock targets adjusted based on the exchange ratio in the merger, rounded up to the nearest whole cent), except for those performance share awards granted to Messrs. Simpson, Hutton, Vennerberg, Baldwin and Petrus prior to November 2009, performance share awards granted to certain employees (including the executive officers, other than Mr. Simpson) in November 2009 and performance share awards granted to Mr. Simpson in January 2010 pursuant to the terms of his existing employment agreement. Performance share awards granted to Messrs. Simpson, Hutton, Vennerberg, Baldwin and Petrus prior to November 2009 and to Mr. Simpson in January 2010 will become fully vested upon completion of the merger. Performance share awards granted to Messrs. Hutton, Vennerberg, Baldwin and Petrus in November 2009 will be converted into time-based restricted shares of ExxonMobil common stock, based on the exchange ratio. See *Interests of Certain Persons in the Merger XTO Energy Named Executive Officers Treatment of Stock Options and Other Equity-Based Awards* beginning on page 104 of this proxy statement/prospectus for a discussion of the terms, restrictions and vesting schedules applicable to converted performance share awards held by Messrs. Simpson, Hutton, Vennerberg, Baldwin and Petrus and *Interests of Certain Persons in the Merger Other Executive Officers of XTO Energy Treatment of Stock Options and Other Equity-Based Awards* beginning on page 109 of this proxy statement/prospectus for a discussion of the terms, restrictions and vesting schedules applicable to performance share awards held by other executive officers of XTO Energy. Employees terminating employment at or within a stated period after the completion of the merger for reasons other than for cause or voluntary resignation without good reason (as defined in the applicable plans and arrangements) will have vesting of their restricted stock and performance stock awards accelerated upon such termination.

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Recommendation of the XTO Energy Board of Directors (See Page 55).

The XTO Energy board of directors (other than Jack P. Randall, who abstained from voting because he is a senior member of Jefferies & Company, Inc. (referred to in this proxy statement/prospectus as Jefferies), one of XTO Energy's financial advisors) unanimously (i) determined that the merger agreement and the merger are advisable and in the best interests of XTO Energy and its stockholders, (ii) approved the merger and the merger agreement and (iii) resolved to recommend adoption of the merger agreement to the XTO Energy stockholders. **The XTO Energy board of directors recommends that XTO Energy stockholders vote FOR adoption of the merger agreement.**

For the factors considered by the XTO Energy board of directors in reaching its decision to approve the merger agreement, see The Merger XTO Energy Reasons for the Merger; Recommendation of the XTO Energy Board of Directors beginning on page 55 of this proxy statement/prospectus.

In addition, the XTO Energy board of directors recommends that XTO Energy stockholders vote **FOR** the XTO Energy proposal to adjourn the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the special meeting.

Opinion of XTO Energy's Financial Advisor (See Page 60).

In connection with the merger, on December 13, 2009, Barclays Capital Inc., referred to in this proxy statement/prospectus as Barclays Capital, rendered its opinion to XTO Energy's board of directors that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the exchange ratio in the proposed merger was fair to XTO Energy's stockholders. The full text of Barclays Capital's written opinion, which sets forth, among other things, the procedures followed, factors considered, assumptions made and qualifications and limitations of the review undertaken in rendering its opinion, is attached as Annex B to this proxy statement/prospectus. The opinion was delivered to the XTO Energy board of directors and addresses only the fairness, from a financial point of view, of the exchange ratio in the proposed merger. The opinion does not address any other aspect of the merger nor does it constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to any matters relating to the proposed merger or any other matter.

Ownership of ExxonMobil After the Merger (See Page 42).

Based on the number of shares of XTO Energy common stock (including XTO Energy restricted stock awards and performance share awards) and XTO Energy options outstanding as of May 14, 2010 and the number of shares of XTO Energy common stock to be issued immediately prior to completion of the merger pursuant to certain grant agreements with the named executive officers of XTO Energy, ExxonMobil expects to issue approximately 416,519,635 shares of its common stock to XTO Energy stockholders pursuant to the merger and reserve for issuance approximately 12,573,551 additional shares of ExxonMobil common stock in connection with the exercise or conversion of XTO Energy's outstanding options. The actual number of shares of ExxonMobil common stock to be issued and reserved for issuance pursuant to the merger will be determined at the completion of the merger based on the exchange ratio of 0.7098 and the number of shares of XTO Energy common stock and XTO Energy options outstanding at such time. Immediately after completion of the merger, it is expected that former XTO Energy stockholders will own approximately 8% of the outstanding common stock of ExxonMobil common stock, based on the number of shares of XTO Energy and ExxonMobil common stock outstanding, on a fully diluted basis, as of May 14, 2010.

ExxonMobil Shareholder Approval Is Not Required.

ExxonMobil shareholders are not required to adopt the merger agreement or approve the merger or the issuance of the shares of ExxonMobil common stock in connection with the merger.

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Interests of Certain Persons in the Merger (See Page 103).

In considering the recommendation of the XTO Energy board of directors with respect to the merger agreement, XTO Energy stockholders should be aware that the executive officers of XTO Energy and certain members of the XTO Energy board of directors have interests in the transactions contemplated by the merger agreement that are different from, or in addition to, the interests of XTO Energy stockholders generally. The XTO Energy board of directors was aware of these interests, and considered them, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that XTO Energy stockholders adopt the merger agreement.

In particular, each of the named executive officers of XTO Energy entered into a consulting agreement with XTO Energy and ExxonMobil that provides for, among other things, the payment of an annual consulting fee and completion bonus, a one-time grant of restricted ExxonMobil common stock or stock units and payment of severance and accelerated vesting of the restricted ExxonMobil common stock or stock units upon termination of the consulting relationship under certain circumstances. The estimated aggregate payments to be made to the named executive officers of XTO Energy pursuant to the consulting agreements are approximately \$190,340,000, which represents a reduction from the approximately \$304,690,000 in aggregate payments and benefits to which such executive officers otherwise would have been entitled under the existing agreements and plans if they continued to provide services through the completion of the merger and remained employed for one year following the merger. In addition, the named executive officers of XTO Energy held, in the aggregate, as of May 14, 2010, 470,000 unvested performance shares of XTO Energy common stock and unvested options to purchase 2,290,410 shares of XTO Energy common stock that will vest upon completion of the merger pursuant to the terms of the merger agreement.

Listing of ExxonMobil Stock and Delisting and Deregistration of XTO Energy Stock (See Page 78).

ExxonMobil will apply to have the shares of its common stock to be issued in the merger approved for listing on the New York Stock Exchange, where ExxonMobil common stock is currently traded. If the merger is completed, XTO Energy shares will no longer be listed on the New York Stock Exchange, and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to in this proxy statement/prospectus as the Exchange Act.

No Appraisal Rights Available (See Page 75).

Under Delaware law, XTO Energy stockholders will not have appraisal rights in connection with the merger.

Completion of the Merger Is Subject to Certain Conditions (See Page 89).

The obligation of each of ExxonMobil, XTO Energy and Merger Sub to complete the merger is subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of a number of conditions, including the following:

adoption of the merger agreement by holders of a majority of the outstanding shares of XTO Energy common stock;

absence of any applicable law being in effect that prohibits completion of the merger;

expiration or termination of any applicable waiting period (or extensions thereof) relating to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder, which is referred to in this proxy statement/prospectus as the HSR Act, and the expiration of the applicable waiting period relating to the merger under the Dutch Competition Act (the Mededingingswet), as amended, and the rules and regulations thereunder, which is referred to in this

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proxy statement/prospectus as the Dutch Competition Act, or receipt of an approval of the Dutch Competition Authority allowing the parties to complete the merger;

receipt of all other required consents and approvals of, and the making of all other required filings or registrations with, any governmental authority, subject to certain exceptions described under The Merger Agreement Conditions to the Completion of the Merger beginning on page 89 of this proxy statement/prospectus;

the effectiveness of, and the absence of any stop order with respect to, the registration statement on Form S-4 of which this proxy statement/prospectus forms a part;

approval for the listing on the New York Stock Exchange of the shares of ExxonMobil common stock to be issued in the merger;

accuracy of the representations and warranties made in the merger agreement by the other party, subject to certain materiality thresholds;

performance in all material respects by the other party of the obligations required to be performed by it at or prior to the completion of the merger;

receipt by each of ExxonMobil and XTO Energy of an opinion from its outside counsel that the merger will be a reorganization for U.S. federal income tax purposes; and

the absence of a material adverse effect on the other party since the date of the merger agreement (see The Merger Agreement Definition of Material Adverse Effect beginning on page 91 of this proxy statement/prospectus for the definition of material adverse effect; as is customary, material adverse effect is defined to exclude from consideration effects resulting from certain occurrences or circumstances, including changes in applicable law, except that not excluded from consideration are effects resulting from changes in applicable law relating to hydraulic fracturing or similar processes that would reasonably be expected to have the effect of making illegal or commercially impracticable such hydraulic fracturing or similar processes).

In addition, the obligations of ExxonMobil and Merger Sub to complete the merger are subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of the following conditions:

absence of any pending action or proceeding by any governmental authority that (i) challenges or seeks to make illegal, delay materially or otherwise directly or indirectly prohibit the completion of the merger, (ii) seeks to prohibit ExxonMobil's or Merger Sub's ability effectively to exercise full rights of ownership of XTO Energy's common stock following the completion of the merger or (iii) seeks to compel ExxonMobil, XTO Energy or any of their respective subsidiaries to take any action described under The Merger Agreement Reasonable Best Efforts Covenant beginning on page 97 of this proxy statement/prospectus that is not required to be effected pursuant to the terms of the merger agreement; and

absence of any applicable law enacted, enforced, promulgated or issued after the date of the merger agreement by any governmental authority (other than antitrust or other competition laws), that would reasonably be likely to result in any of the consequences referred to in the preceding bullet point.

ExxonMobil and XTO Energy cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

The Merger May Not Be Completed Without All Required Regulatory Approvals (See Page 73).

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Completion of the merger is conditioned upon the receipt of certain governmental clearances or approvals, including, but not limited to, the expiration or termination of the applicable waiting period relating to the merger under the HSR Act and the expiration or termination of the applicable waiting period, or receipt of approval, under the Dutch Competition Act.

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ExxonMobil and XTO Energy have agreed to use their reasonable best efforts to obtain all regulatory approvals required to consummate the merger. However, in using their reasonable best efforts to obtain these required regulatory approvals, under the terms of the merger agreement, ExxonMobil is not required, and XTO Energy is not permitted without the consent of ExxonMobil, to take certain actions (such as divesting or holding separate assets or entering into settlements or consent decrees with governmental authorities) that would reasonably be expected to, individually or in the aggregate, restrict in any material respect, or otherwise negatively and materially impact, the natural gas (including natural gas liquids) exploration, production and sales businesses of either XTO Energy and its subsidiaries, taken as a whole, or ExxonMobil and its subsidiaries, taken as a whole.

ExxonMobil and XTO Energy each filed its required HSR notification and report form with respect to the merger on February 12, 2010, commencing the initial 30-day waiting period. This waiting period expired on March 15, 2010 without a request for additional information. ExxonMobil filed the required notification with respect to the merger under the Dutch Competition Act on February 11, 2010, and the Dutch Competition Authority approved the merger on March 9, 2010.

The Merger Is Expected to Occur in the Second Quarter of 2010 (See Page 85).

The merger will occur within two business days after the conditions to its