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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Cenovus Energy Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

15135U109

(CUSIP Number)

Shannon B. Kinney
Deputy General Counsel, Chief Compliance Officer and Corporate Secretary
ConocoPhillips
925 N. Eldridge Parkway
Houston, Texas 77079
Tel No.: (281) 293-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 4, 2021

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON ConocoPhillips		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER N/A	
	8	SHARED VOTING POWER 208,000,000	
	9	SOLE DISPOSITIVE POWER N/A	
	10	SHARED DISPOSITIVE POWER 208,000,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 208,000,000		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.3% (1)		
14	TYPE OF REPORTING PERSON CO, HC		

- (1) On January 4, 2021, the Issuer (as defined below) completed its previously announced acquisition of all of the issued and outstanding common shares of Husky Energy Inc. by way of a court approved plan of arrangement under the *Business Corporations Act* (Alberta), with Husky Energy Inc. becoming a wholly owned subsidiary of the Issuer (the "Arrangement"). The percentage of class calculation is based on an estimated 2,017,387,906 common shares issued and outstanding upon completion of the Arrangement, as disclosed in the Issuer's prospectus supplement filed on December 21, 2020. This estimated amount is calculated as the sum of (i) 1,228,869,903 common shares issued and outstanding as at December 18, 2020 and (ii) an estimated 788,518,003 common shares issued in connection with the completion of the Arrangement. The final number of common shares issued as a result of the Arrangement will not be known by the Reporting Persons until after the due date for this Schedule 13D.

1	NAME OF REPORTING PERSON ConocoPhillips Company		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER N/A	
	8	SHARED VOTING POWER 208,000,000	
	9	SOLE DISPOSITIVE POWER N/A	
	10	SHARED DISPOSITIVE POWER 208,000,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 208,000,000		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.3% (1)		
14	TYPE OF REPORTING PERSON CO		

- (1) On January 4, 2021, the Issuer completed its previously announced acquisition of all of the issued and outstanding common shares of Husky Energy Inc. by way of the Arrangement (as defined above). The percentage of class calculation is based on an estimated 2,017,387,906 common shares issued and outstanding upon completion of the Arrangement, as disclosed in the Issuer's prospectus supplement filed on December 21, 2020. This estimated amount is calculated as the sum of (i) 1,228,869,903 common shares issued and outstanding as at December 18, 2020 and (ii) an estimated 788,518,003 common shares issued in connection with the completion of the Arrangement. The final number of common shares issued as a result of the Arrangement will not be known by the Reporting Persons until after the due date for this Schedule 13D.

The following constitutes Amendment No. 1 to the Statement on Schedule 13D (this "Amendment No. 1") filed by ConocoPhillips, a Delaware corporation ("ConocoPhillips"), and ConocoPhillips Company, a Delaware corporation and a wholly owned subsidiary of ConocoPhillips ("CPCo," and together with ConocoPhillips, the "Reporting Persons") on May 26, 2017 (the "Initial Statement") relating to the common shares, no par value (the "common shares"), of Cenovus Energy Inc., a corporation amalgamated under the laws of Canada (the "Issuer"). This Amendment No. 1 amends and supplements the Initial Statement. Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Initial Statement.

Item 2. Identity and Background

The second paragraph of Item 2. of the Initial Statement is hereby replaced in its entirety as follows:

"The name, business address, present principal occupation or employment and citizenship of each director and executive officer of each of the Reporting Persons are set forth in Exhibit 1. The address of the principal business office of each of the Reporting Persons is 925 N. Eldridge Parkway, Houston, Texas 77079."

Information regarding the directors and executive officers of each of the Reporting Persons is hereby amended by replacing Exhibit 1 to the Initial Statement in its entirety with Exhibit 1 attached hereto.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Initial Statement is hereby replaced in their entirety as follows:

"(a) – (b) CPCo directly owns 208,000,000 common shares, representing 10.3% of the common shares based on an estimated 2,017,387,906 common shares issued and outstanding, as disclosed in the Issuer's prospectus supplement filed on December 21, 2020. The estimated number of common shares issued and outstanding is calculated as the sum of (i) 1,228,869,903 common shares issued and outstanding as at December 18, 2020 and (ii) an estimated 788,518,003 common shares issued in connection with the completion on January 4, 2021 of the Issuer's previously announced acquisition of all of the issued and outstanding common shares of Husky Energy Inc. by way of a court approved plan of arrangement under the *Business Corporations Act* (Alberta), with Husky Energy Inc. becoming a wholly owned subsidiary of the Issuer (the "Arrangement"). The final number of common shares issued as a result of the Arrangement will not be known by the Reporting Persons until after the due date for this Schedule 13D.

All of the common shares held by the Reporting Persons are subject to the Registration Rights Agreement and the Investor Agreement, each as defined and described in Item 6 below. The responses set forth in Item 6 of this Schedule 13D are incorporated by reference in their entirety into this Item 5(a) and 5(b).

None of the persons listed on Exhibit 1 have any beneficial ownership of any common shares."

Item 7. Material to be Filed as Exhibits

Item 7. of the Initial Statement is hereby amended and supplemented by replacing the existing Exhibit 1 with the following:

Exhibit	Description
<u>Exhibit 1</u>	<u>Directors and Executive Officers of ConocoPhillips and ConocoPhillips Company</u>

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2021

ConocoPhillips

By: /s/ Glenda M. Schwarz

Name: Glenda M. Schwarz

Title: Vice President and Treasurer

ConocoPhillips Company

By: /s/ Glenda M. Schwarz

Name: Glenda M. Schwarz

Title: Vice President and Treasurer

**DIRECTORS AND EXECUTIVE OFFICERS OF
CONOCOPHILLIPS AND CONOCOPHILLIPS COMPANY**

The following tables set forth the name and present principal occupation or employment, the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted, and citizenship of each director and executive officer of ConocoPhillips and ConocoPhillips Company. The business address of each non-executive director of ConocoPhillips and each person whose principal occupation or employment is with ConocoPhillips or ConocoPhillips Company is c/o ConocoPhillips, 925 N. Eldridge Parkway, Houston, Texas 77079.

Directors of ConocoPhillips	Present Principal Occupation or Employment and Principal Business and Business Address	Citizenship(s)
Charles E. Bunch	Non-executive director	United States
Caroline M. Devine	Non-executive director	United States
John V. Faraci	Non-executive director	United States
Jody Freeman	Archibald Cox Professor of Law Harvard Law School 1575 Massachusetts Ave. Cambridge, Massachusetts 02138	Canada United States
Gay Huey Evans OBE	Non-executive director	United States
Jeffrey A. Joerres	Non-executive director	United States
Ryan M. Lance	Chairman and Chief Executive Officer ConocoPhillips	United States
William H. McRaven	Non-executive director	United States
Sharmila Mulligan	Chief Strategy and Marketing Officer Alteryx, Inc. 500 Arguello Street Redwood City, California 94063	United States
Eric D. Mullins	Chairman and Chief Executive Officer Lime Rock Resources Heritage Plaza, Suite 4600 1111 Bagby Street Houston, Texas 77002	United States
Arjun N. Murti	Senior Advisor Warburg Pincus 450 Lexington Ave. New York, New York 10017	United States
Robert A. Niblock	Non-executive director	United States
David T. Seaton	Non-executive director	United States
R.A. Walker	Non-executive director	United States

Executive Officers of ConocoPhillips	Present Principal Occupation	Citizenship
Kelly B. Rose	Senior Vice President, Legal and General Counsel ConocoPhillips	United States
Ellen R. DeSanctis	Senior Vice President, Corporate Relations ConocoPhillips	United States
Matt Fox	Executive Vice President and Chief Operating Officer ConocoPhillips	United States Great Britain
Ryan M. Lance	Chairman of the Board of Directors and Chief Executive Officer ConocoPhillips	United States
Andrew D. Lundquist	Senior Vice President, Government Affairs ConocoPhillips	United States
Dominic E. Macklon	Senior Vice President, Strategy, Exploration and Technology ConocoPhillips	Great Britain
Nicholas G. Olds	Senior Vice President, Global Operations ConocoPhillips	United States
William L. Bullock, Jr.	Executive Vice President and Chief Financial Officer ConocoPhillips	United States
Catherina A. Brooks	Vice President and Controller ConocoPhillips	United States Canada

Directors of ConocoPhillips Company	Present Principal Occupation	Citizenship
Kelly B. Rose	Director and Senior Vice President, Legal and General Counsel ConocoPhillips Company	United States

William L. Bullock, Jr.	Director and Executive Vice President and Chief Financial Officer ConocoPhillips Company	United States
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Executive Officers of ConocoPhillips Company	Present Principal Occupation	Citizenship
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Kelly B. Rose	Director and Senior Vice President, Legal and General Counsel ConocoPhillips Company	United States
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Ellen R. DeSanctis	Senior Vice President, Corporate Relations ConocoPhillips Company	United States
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Matt Fox	Executive Vice President and Chief Operating Officer ConocoPhillips Company	United States Great Britain
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Ryan M. Lance	President and Chief Executive Officer ConocoPhillips Company	United States
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Andrew D. Lundquist	Senior Vice President, Government Affairs ConocoPhillips Company	United States
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Dominic E. Macklon	Senior Vice President, Strategy, Exploration and Technology ConocoPhillips Company	Great Britain
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Nicholas G. Olds	Senior Vice President, Global Operations ConocoPhillips Company	United States
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William L. Bullock, Jr.	Director and Executive Vice President and Chief Financial Officer ConocoPhillips Company	United States
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Catherina A. Brooks	Vice President and Controller ConocoPhillips Company	United States Canada
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