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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 40-F**

[Check one]

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934  
OR**
- ANNUAL REPORT PURSUANT TO SECTION 13(a) or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended: December 31, 2018    Commission File Number: 1-34513**

**CENOVUS ENERGY INC.**

(Exact name of Registrant as specified in its charter)

**Not applicable**

(Translation of Registrant's name into English (if applicable))

**Canada**

(Province or other jurisdiction of incorporation or organization)

**1311**

(Primary Standard Industrial  
Classification Code Number (if applicable))

**Not applicable**

(I.R.S. Employer  
Identification Number (if applicable))

**2600, 500 Centre Street S.E.  
Calgary, Alberta, Canada T2G 1A6  
(403) 766-2000**

(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System  
28 Liberty Street  
New York, New York 10005  
(212) 894-8940**

(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

**Common shares, no par value (together with associated common share  
purchase rights)**

**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

**None**  
(Title of Class)

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**None**  
(Title of Class)

For annual reports indicate by check mark the information filed with this Form:

Annual information form     Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

1,228,789,845

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

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If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

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<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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The annual report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, each of the Registrant's Registration Statements under the Securities Act of 1933, as amended: Form S-8 (File No. 333-163397), Form F-3D (File No. 333-202165) and Form F-10 (File No. 333-220700).

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**Principal Documents**

The following documents, filed as Exhibits 99.1, 99.2, 99.3 and 99.4 to this annual report on Form 40-F, are hereby incorporated by reference in this annual report on Form 40-F:

- (a) Annual Information Form of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
  - (b) Management's Discussion and Analysis of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
  - (c) Consolidated Financial Statements of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
  - (d) Supplementary Information – Oil and Gas Activities (unaudited) for the fiscal year ended December 31, 2018.
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## ADDITIONAL DISCLOSURE

### Certifications and Disclosure Regarding Controls and Procedures.

- (a) Certifications. See Exhibits 99.5, 99.6, 99.7 and 99.8 to this annual report on Form 40-F.
- (b) Disclosure Controls and Procedures. As of the end of the registrant's fiscal year ended December 31, 2018, an evaluation of the effectiveness of the registrant's "disclosure controls and procedures" (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) was carried out by the registrant's management with the participation of the principal executive officer and principal financial officer. Based upon that evaluation, the registrant's principal executive officer and principal financial officer have concluded that as of the end of that fiscal year, the registrant's disclosure controls and procedures are effective to ensure that information required to be disclosed by the registrant in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's (the "Commission") rules and forms and (ii) accumulated and communicated to the registrant's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.
- It should be noted that while the registrant's principal executive officer and principal financial officer believe that the registrant's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the registrant's disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.
- (c) Management's Annual Report on Internal Control Over Financial Reporting. The required disclosure is included in the "Report of Management" that accompanies the registrant's Consolidated Financial Statements for the fiscal year ended December 31, 2018, filed as Exhibit 99.3 to this annual report on Form 40-F.
- (d) Attestation Report of the Registered Public Accounting Firm. The required disclosure is included in the "Report of Independent Registered Public Accounting Firm" that accompanies the registrant's Consolidated Financial Statements for the fiscal year ended December 31, 2018, filed as Exhibit 99.3 to this annual report on Form 40-F.
- (e) Changes in Internal Control Over Financial Reporting. During the fiscal year ended December 31, 2018, there was no change in the registrant's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

### Notices Pursuant to Regulation BTR.

None.

### Audit Committee Financial Expert.

The registrant's board of directors has determined that Colin Taylor, a member of the registrant's audit committee, qualifies as an "audit committee financial expert" (as such term is defined in paragraph (8) of General Instruction B to Form 40-F), and is "independent" as that term is defined in the rules of the New York Stock Exchange.

### Code of Ethics.

The registrant has adopted a "code of ethics" (as that term is defined in paragraph (9) of General Instruction B to Form 40-F), entitled the "Code of Business Conduct & Ethics", that applies to all of its employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions.

The Code of Business Conduct & Ethics (the "Code") is available for viewing on the registrant's website at [www.cenovus.com](http://www.cenovus.com), and is available in print to any person without charge, upon request. Requests for copies of the Code should be made by contacting the registrant's Corporate Secretarial Department, Cenovus Energy Inc., 2600, 500 Centre Street S.E., Calgary, Alberta, Canada T2G 1A6. Information on or connected to our website, even if referred to herein, does not constitute part of this annual report on Form 40-F.

Since the adoption of the Code, there have not been any waivers, including implicit waivers, granted from any provision of the Code.

**Principal Accountant Fees and Services.**

The required disclosure is included under the heading “Audit Committee | External Auditor Service Fees” in the registrant’s Annual Information Form for the fiscal year ended December 31, 2018, filed as Exhibit 99.1 to this annual report on Form 40-F.

**Pre-Approval Policies and Procedures and Percentage of Services Approved by Audit Committee.**

The required disclosure is included under the heading “Audit Committee | Pre-Approval Policies and Procedures” and “Audit Committee – External Auditor Service Fees” in the registrant’s Annual Information Form for the fiscal year ended December 31, 2018, filed as Exhibit 99.1 to this annual report on Form 40-F. All fees have been pre-approved by the Audit Committee and therefore none of the services therein were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

**Off-Balance Sheet Arrangements.**

The registrant does not have any “off-balance sheet arrangements” (as that term is defined in paragraph (11) of General Instruction B to Form 40-F) that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**Tabular Disclosure of Contractual Obligations.**

The required disclosure is included under the heading “Liquidity and Capital Resources | Contractual Obligations and Commitments” in the registrant’s Management’s Discussion and Analysis for the fiscal year ended December 31, 2018, filed as Exhibit 99.2 to this annual report on Form 40-F.

**Identification of the Audit Committee.**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the audit committee are: Susan F. Dabamo, Harold N. Kvisle, Claude Mongeau, Colin Taylor (Chair) and Wayne G. Thomson.

**Mine Safety Disclosure.**

Not applicable.

## UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

### A. Undertaking

The registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

### B. Consent to Service of Process

- (1) The registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.
  - (2) Any change to the name or address of the agent for service of process of the registrant shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the registrant. The registrant is filing contemporaneously herewith an amended Form F-X to report a change to the address of the registrant's agent for service of process.
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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 13, 2019

**CENOVUS ENERGY INC.**

By: /s/ Jonathan M. McKenzie

Name: Jonathan M. McKenzie  
Title: Executive Vice-President &  
Chief Financial Officer

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## EXHIBIT INDEX

<b>Exhibits</b>	<b>Documents</b>
99.1	Annual Information Form of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
99.2	Management's Discussion and Analysis of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
99.3	Consolidated Annual Financial Statements of Cenovus Energy Inc. for the fiscal year ended December 31, 2018.
99.4	Supplementary Information – Oil and Gas Activities (unaudited) for the fiscal year ended December 31, 2018.
99.5	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
99.6	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
99.7	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
99.8	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
99.9	Consent of PricewaterhouseCoopers LLP.
99.10	Consent of McDaniel & Associates Consultants Ltd.
99.11	Consent of GLJ Petroleum Consultants Ltd.