

HESS CORP
Form DEFA14A
March 27, 2014

SCHEDULE 14A

(Rule 14a-101)

Information Required in Proxy Statement

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Hess Corporation

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(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Vote by Internet

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Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

Hess Corporation Annual Meeting of Stockholders to be Held on Wednesday, May 7, 2014

The proxy materials for the Hess Corporation Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a paper or e-mail copy. Information about the items to be voted on and the location of the annual meeting are provided on the reverse side of this notice. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Hess Corporation's proxy statement and 2013 annual report are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/HES to view the proxy materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

Online voting is available until 11:59 p.m. EST on May 6, 2014.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 23, 2014 to facilitate timely delivery.

Hess Corporation's Annual Meeting of Stockholders will be held on Wednesday, May 7, 2014 at Hess Corporation, 1501 McKinney Street, Houston, Texas 77010, at 10:00 a.m. local time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR all nominees in Proposal 1 and FOR Proposals 2, 3, 4A, 4B and 5:

1. Election of the five directors identified in the Company's 2014 proxy statement for one-year terms expiring in 2015.
2. Advisory approval of the compensation of the Company's named executive officers.
3. Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2014.
- 4A. Elimination of 80% supermajority voting requirement in the Company's restated certificate of incorporation and by-laws.
- 4B. Elimination of two-thirds supermajority voting requirement in the Company's restated certificate of incorporation.
5. Elimination of provisions in the Company's restated certificate of incorporation concerning \$3.50 cumulative convertible preferred stock.

The Board recommends a vote AGAINST Proposal 6.

6. Stockholder proposal recommending a report regarding carbon asset risk.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

All stockholders are cordially invited to attend the Annual Meeting, although only stockholders of record at the close of business on March 20, 2014, the record date for the Annual Meeting, will be entitled to vote at the meeting.

Directions to attend the Annual Meeting, where you may vote in person, can be found at:

www.hess.com/company/hess-offices.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to www.envisionreports.com/HES Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** Send email to investorvote@computershare.com with Proxy Materials Hess Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 23, 2014.