HESS CORP Form DEFA14A March 11, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant x 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
- x Soliciting Material Pursuant to § 240.14a-12

HESS CORPORATION

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x No fee required.

| Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11. | |
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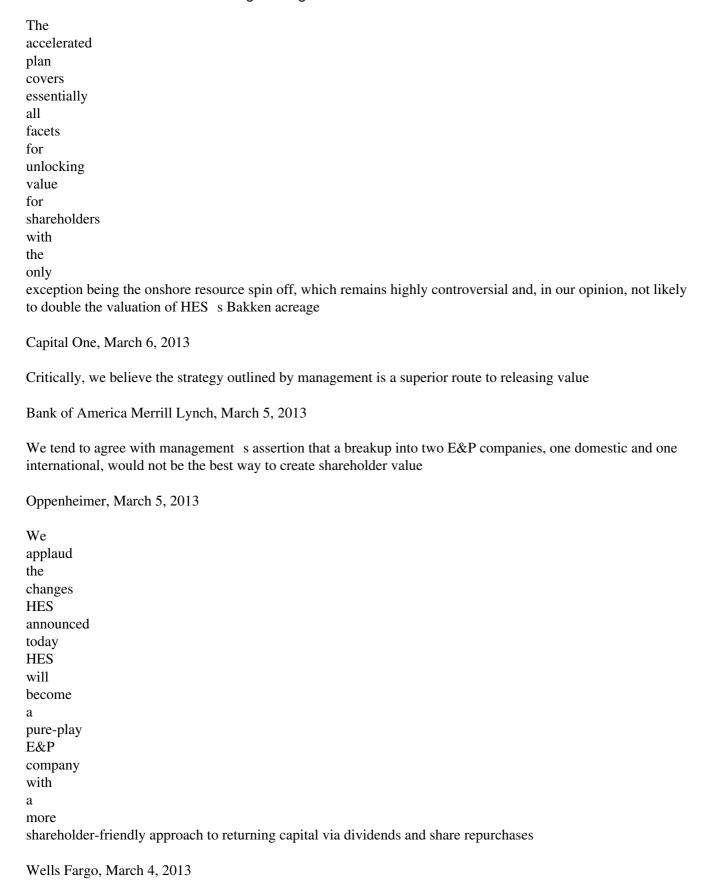
(4) Date Filed:

Research Analysts Support Hess Transformation And Reject Elliott s Plan

Hess Corporation s much anticipated response to Elliott Management deals what we believe will provide a knockout counter-proposal and provides the line of sight on the next leg of the recovery

Bank of America Merrill Lynch, March 5, 2013

We view the company s proactive stance and exceptional clarity with its investor base as a major blow to activist claims. . .



We expect the HES transformational plan to be viewed more favourably by shareholders than the suggestions made by Elliott in late January

UBS, March 4, 2013

We believe the recovery set in place by management well before Elliott entered the fray is compelling. To derail the process at this juncture would be counter-productive

Bank of America Merrill Lynch, March 5, 2013

Research Analysts Support Hess Transformation And Reject Elliott s Plan None of the Hess directors are tethered to Elliott s flawed strategy or compensation arrangements

distinguished careers, including three with extensive oil industry experience. The new board should help guide HES with executing its transformation strategy into a pure E&P play

Oppenheimer, March 5, 2013

announced the expected departure of six members of its Board of Directors while also putting forth six new independent nominees. In our view ...this addresses Elliott Associates prior concern over the lack of independence at HES s Board J.P. Morgan, March 4, 2013 over the independence of the board Bank of America Merrill Lynch, March 5, 2013

experience and three of them have direct experience in oil and gas production

Wells Fargo, March 4, 2013

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This document contains projections and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These projections and statements reflect the Company is current views with respect to future events and financial performance. No assurances can be given, however, that these events will occur or that these projections will be achieved, and actual results could differ materially from those projected as a result of certain risk factors. A discussion of these risk factors is included in the Company is periodic reports filed with the Securities at Exchange Commission.

This document contains quotes and excerpts from certain previously published material. Consent of the author and publication has not been obtained to use the material as proxy soliciting material.

Hess Corporation, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxifrom Hess shareholders in connection with the matters to be considered at Hess s 2013 Annual Meeting. Hess has filed a preliminary proxy statement and form of WHITE proxy card with the U.S. Securities and Exchange Commission in connection with the 2013 Annual Meeting. HESS SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE AS THE CONTAIN IMPORTANT INFORMATION. Information regarding the identity of potential participants, and their direct or incinterests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC. Shareholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by Hess with the SEC for no charge at the SEC s website at www.sec.gov. Copies will also be available.

no charge at Hess s website at www.hess.com, by writing to Hess Corporation at 1185 Avenue of the Americas, New York, N 10036, by calling Hess s proxy solicitor, MacKenzie Partners, toll-free at (800) 322-2885.

Important

Additional

Information

Cautionary

Statements