

HESS CORP  
Form DFAN14A  
May 02, 2013

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

**SCHEDULE 14A**  
(Rule 14a-101)  
**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 under §240.14a-12

Hess Corporation  
(Name of Registrant as Specified In Its Charter)

ELLIOTT ASSOCIATES, L.P.

ELLIOTT INTERNATIONAL, L.P.

PAUL E. SINGER

ELLIOTT CAPITAL ADVISORS, L.P.

ELLIOTT SPECIAL GP, LLC

BRAXTON ASSOCIATES, INC.

ELLIOTT ASSET MANAGEMENT LLC

THE LIVERPOOL LIMITED PARTNERSHIP

LIVERPOOL ASSOCIATES LTD.

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

HAMBLEDON, INC.

ELLIOTT MANAGEMENT CORPORATION

RODNEY F. CHASE

HARVEY GOLUB

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KARL F. KURZ

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MARSHALL D. SMITH

WILLIAM B. BERRY

JONATHAN R. MACEY

(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.

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☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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On May 2, 2013, Elliott Associates, L.P. and Elliott International, L.P. issued the following press release:

**GLASS LEWIS DETAILS ONGOING PROBLEMS AT HESS; RECOMMENDS FULL SLATE OF SHAREHOLDER NOMINEES  
PUT FORTH BY ELLIOTT MANAGEMENT**

*Report Highlights Management's Reactive, Hasty Attempts to Disguise Decades of Poor Oversight*

*Recommends Hess Shareholders Vote on the **GREEN** Proxy Card to Elect All Shareholder Nominees*

**New York (May 2, 2013)** Elliott Management Corporation (Elliott), one of the largest shareholders of Hess Corporation (NYSE: HES), commented further on the recommendation made yesterday by Glass Lewis, a leading independent proxy voting advisory firm, advising Hess shareholders to vote on the **GREEN** proxy card to support all of Elliott's independent nominees: Rodney Chase, Harvey Golub, Karl Kurz, David McManus and Mark Smith. Glass Lewis recommended that Hess shareholders **DO NOT VOTE** on the Company's white proxy card.

John Pike, senior portfolio manager at Elliott, said, "The Glass Lewis report underscores the long-standing problems at Hess and the reasons why change is desperately needed in the boardroom. It highlights the pattern of endless restructurings and an ongoing lack of accountability that has led to subpar returns for shareholders over any measure of time. Hess shareholders deserve more than a board that is just paying lip service to change. They deserve highly-qualified and truly independent shareholder nominees with deep E&P experience who can ask the right questions, bring accountability to the board, and help unlock the substantial value that we believe exists at Hess."

Glass Lewis commented on Hess's latest in a series of strategic plans to restructure into a pure-play exploration and production firm:

*With what we view as an unconvincing case for shareholder returns, we see the board bases a large part of its remaining argument on Hess ongoing restructuring into a pure-play exploration and production firm [ ]. However, we consider several of the foregoing changes are less an indication of a long-planned shift, and more reflective of a board under fire.*

Glass Lewis also noted that Hess's hasty nomination of six new Board members was clearly a reactive, band-aid move that has failed to address the larger issue of lack of strong oversight:

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*The sudden appointment of six new members to a board that has, for practical purposes, been largely static for more than a decade smacks of an attempt to deflect concern that Hess would benefit from more vigorous management oversight.*

Glass Lewis summarized its recommendation with the following:

*Turning toward the remainder of the strategic transformation championed by the current board, we believe the Dissident concisely and effectively illustrates a troubling and long-standing pattern of near-perpetual restructuring programs headed by John Hess throughout his tenure. Indeed, concurrent with the laggard shareholder returns noted above, it appears Mr. Hess has publicly forwarded a complex and, at times, conflicting array of rebuilding alternatives, none of which appear to have received strong endorsement by investors in the form of increased trading prices [ ]*

*To the contrary, we expect the Company's share price has been negatively impacted by the uncertainty associated with management's ever-shifting strategic agenda, and, with reference thereto, doubt board oversight of the current program is likely to result in a significantly different outcome than has been routinely delivered since the start of Mr. Hess's service as CEO. Put simply, while we accept the shift toward a pure-play E&P structure may represent the most attractive alternative available to Hess, we find little cause to suggest the current board is best suited to oversee that change.*

Glass Lewis concluded that shareholders should **vote on the GREEN proxy card** FOR all five of Elliott's nominees to the Board of Hess.

If you have any questions, require assistance with submitting your consents on the **GREEN** proxy card or need additional copies of the proxy materials, please contact:

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For additional information, please visit [www.ReassessHess.com](http://www.ReassessHess.com).

#### **Additional Information**

Elliott Associates, L.P. and Elliott International, L.P. (Elliott) filed a definitive proxy statement and an accompanying proxy card with the Securities and Exchange Commission (SEC) on April 3, 2013. Stockholders are advised to read the definitive proxy statement, and other materials filed with the SEC, because they contain important information concerning Elliott's solicitation of proxies for the 2013 Hess Annual Meeting of Stockholders, including information concerning the participants in that solicitation. These materials are available for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a request to Elliott's proxy solicitor, Okapi Partners, at its toll-free number (877) 796-5274 or via email at [info@okapipartners.com](mailto:info@okapipartners.com).

#### **Cautionary Statement Regarding Forward-Looking Statements**

The information herein contains forward-looking statements. Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as may, will, expects, believes, anticipates, plans, estimates, projects, targets, forecasts, seeks, could or the negative of such terms or other variations on such terms or comparable terminology. Similarly, statements that describe our objectives, plans or goals are forward-looking. Our forward-looking statements are based on our current

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intent, belief, expectations, estimates and projections regarding the Company and projections regarding the industry in which it operates. These statements are not guarantees of future performance and involve risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to differ materially. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

### **About Elliott Management:**

Elliott's two funds, Elliott Associates, L.P. and, Elliott International, L.P., together have more than \$21 billion of assets under management. Founded in 1977, Elliott is one of the oldest hedge funds

under continuous management. The Elliott funds investors include large institutions, high-net-worth individuals and families, and employees of the firm.

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