

HESS CORP  
Form DFAN14A  
May 03, 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

DAVID McMANUS

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.

(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:

☐ Fee paid previously with preliminary materials.

☐ 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.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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On May 3, 2013, Elliott Associates, L.P. and Elliott International, L.P. issued the following press release:

**ISS ENDORSES FULL SLATE OF ELLIOTT NOMINEES AT HESS**

*Recommends Hess Shareholders Vote on the **GREEN** Proxy Card to Elect Elliott Nominees Rodney Chase, Harvey Golub, Karl Kurz, David McManus and Mark Smith*

**New York (May 3, 2013)** Elliott Management Corporation ( Elliott ), one of the largest shareholders of Hess Corporation (NYSE: HES), today announced that Institutional Shareholder Services (ISS), a leading independent proxy voting advisory firm, has recommended that Hess shareholders 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. ISS recommended that Hess shareholders **DO NOT VOTE** on the Company's white proxy card.

In reaching its conclusion, ISS acknowledged the serious lack of oversight and accountability at the Board level at Hess. ISS performed a detailed analysis of both sides' positions and carefully considered, among other things, the Company's total shareholder return, operating performance and financial performance, as well as the strong experience and qualifications of Elliott's nominees. ISS concluded that shareholders should **vote on the GREEN proxy card**, saying:

*The dissidents have made a compelling case that a change in the composition of the board is necessary, and have proposed a slate of nominees that are well positioned to effect this change. Thus, shareholders should vote FOR the five dissident nominees Chase, Golub, Kurz, McManus, and Smith on the GREEN CARD.*

John Pike, Senior Portfolio Manager at Elliott, said, "We appreciate ISS's support and recognize that ISS rarely endorses a full slate of nominees. This conclusion further underscores the issues at Hess and the need for change. We believe a reconstituted Board will be able to deliver change at Hess and unlock value for all shareholders. Our highly-qualified independent nominees will bring the industry experience and business judgment that is sorely needed at Hess, and are firmly committed to evaluating all options and orchestrating a turnaround at the Company."

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:

Okapi Partners LLC

Bruce H. Goldfarb / Patrick J. McHugh/Geoff Sorbello

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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 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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