

HESS CORP  
Form SC 13G/A  
February 14, 2019

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 5)\*

Hess  
Corporation  
(Name of  
Issuer)

Common Stock,  
par value \$1.00  
per share  
(Title of Class  
of Securities)

42809H107  
(CUSIP  
Number)

December 31,  
2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

(Page 1 of 9  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1

NAME OF  
REPORTING  
PERSON

Elliott Associates,  
L.P.

CHECK  
THE

APPROPRIATE

BOX IF A  
MEMBER (b) "  
OF A  
GROUP

SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF

## ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SOLE  
VOTING  
POWER

9,643,893  
(including  
356,900 shares  
of Common  
Stock issuable  
upon exercise  
of options)

5

## 6 SHARED VOTING POWER

6

0  
SOLE  
DISPOSITIVE  
POWER

7

9,643,893  
(including  
356,900 shares  
of Common  
Stock issuable  
upon exercise  
of options)

8

SHARED  
DISPOSITIVE

POWER

0

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

9,643,893 (including  
356,900 shares of  
Common Stock  
issuable upon exercise  
of options)

CHECK BOX  
IF THE

10

AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

3.3%

12

TYPE OF  
REPORTING  
PERSON

PN

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|                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------|--|---|----------|---------------------------|--|-----------------------------------------------------------------------------------------------------------|----------|------------------------------|--|---|----------|--------------------------------|--|--------------------------------------------|
| <b>1</b>                                                                          | NAME OF<br>REPORTING<br>PERSON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|                                                                                   | Elliott International,<br>L.P.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>2</b>                                                                          | CHECK<br>THE<br>APPROPRIATE<br>BOX IF A<br>MEMBER (b) " " OF A<br>GROUP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>3</b>                                                                          | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>4</b>                                                                          | Cayman Islands,<br>British West Indies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| NUMBER OF<br>SHARES<br>BENEFICIALLY OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <table border="0"> <tr> <td style="vertical-align: top;"><b>5</b></td> <td>SOLE<br/>VOTING<br/>POWER</td> </tr> <tr> <td></td> <td>0</td> </tr> <tr> <td style="vertical-align: top;"><b>6</b></td> <td>SHARED<br/>VOTING<br/>POWER</td> </tr> <tr> <td></td> <td>12,826,107<br/>(including<br/>168,100 shares<br/>of Common<br/>Stock issuable<br/>upon exercise<br/>of options)</td> </tr> <tr> <td style="vertical-align: top;"><b>7</b></td> <td>SOLE<br/>DISPOSITIVE<br/>POWER</td> </tr> <tr> <td></td> <td>0</td> </tr> <tr> <td style="vertical-align: top;"><b>8</b></td> <td>SHARED<br/>DISPOSITIVE<br/>POWER</td> </tr> <tr> <td></td> <td>12,826,107<br/>(including<br/>168,100 shares</td> </tr> </table> | <b>5</b> | SOLE<br>VOTING<br>POWER |  | 0 | <b>6</b> | SHARED<br>VOTING<br>POWER |  | 12,826,107<br>(including<br>168,100 shares<br>of Common<br>Stock issuable<br>upon exercise<br>of options) | <b>7</b> | SOLE<br>DISPOSITIVE<br>POWER |  | 0 | <b>8</b> | SHARED<br>DISPOSITIVE<br>POWER |  | 12,826,107<br>(including<br>168,100 shares |
| <b>5</b>                                                                          | SOLE<br>VOTING<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|                                                                                   | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>6</b>                                                                          | SHARED<br>VOTING<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|                                                                                   | 12,826,107<br>(including<br>168,100 shares<br>of Common<br>Stock issuable<br>upon exercise<br>of options)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>7</b>                                                                          | SOLE<br>DISPOSITIVE<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|                                                                                   | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
| <b>8</b>                                                                          | SHARED<br>DISPOSITIVE<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |
|                                                                                   | 12,826,107<br>(including<br>168,100 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |          |                         |  |   |          |                           |  |                                                                                                           |          |                              |  |   |          |                                |  |                                            |

9 of Common  
Stock issuable  
upon exercise  
of options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 12,826,107 (including  
168,100 shares of  
Common Stock  
issuable upon exercise  
of options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 4.3%  
TYPE OF  
REPORTING  
PERSON

PN

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|                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------|----------|--------------------------------|----------|-------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------------------|--|---------------------------------------------------------|
| <b>1</b>                                                                          | NAME OF<br>REPORTING<br>PERSON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>2</b>                                                                          | Elliott International<br>Capital Advisors Inc.<br>CHECK<br>THE<br>APPROPRIATE<br>BOX IF A<br>MEMBER (b) " " OF A<br>GROUP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>3</b>                                                                          | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>4</b>                                                                          | ORGANIZATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| Delaware                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <table border="0"> <tr> <td style="vertical-align: top; padding-right: 20px;"><b>5</b></td> <td>SOLE<br/>VOTING<br/>POWER</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;"><b>6</b></td> <td>0<br/>SHARED<br/>VOTING<br/>POWER</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;"><b>7</b></td> <td>12,826,107<br/>(including<br/>168,100 shares<br/>of Common<br/>Stock issuable<br/>upon exercise<br/>of options)<br/>SOLE<br/>DISPOSITIVE<br/>POWER</td> </tr> <tr> <td style="vertical-align: top; padding-right: 20px;"><b>8</b></td> <td>0<br/>SHARED<br/>DISPOSITIVE<br/>POWER</td> </tr> <tr> <td></td> <td>12,826,107<br/>(including<br/>168,100 shares<br/>of Common</td> </tr> </table> | <b>5</b> | SOLE<br>VOTING<br>POWER | <b>6</b> | 0<br>SHARED<br>VOTING<br>POWER | <b>7</b> | 12,826,107<br>(including<br>168,100 shares<br>of Common<br>Stock issuable<br>upon exercise<br>of options)<br>SOLE<br>DISPOSITIVE<br>POWER | <b>8</b> | 0<br>SHARED<br>DISPOSITIVE<br>POWER |  | 12,826,107<br>(including<br>168,100 shares<br>of Common |
| <b>5</b>                                                                          | SOLE<br>VOTING<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>6</b>                                                                          | 0<br>SHARED<br>VOTING<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>7</b>                                                                          | 12,826,107<br>(including<br>168,100 shares<br>of Common<br>Stock issuable<br>upon exercise<br>of options)<br>SOLE<br>DISPOSITIVE<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
| <b>8</b>                                                                          | 0<br>SHARED<br>DISPOSITIVE<br>POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |
|                                                                                   | 12,826,107<br>(including<br>168,100 shares<br>of Common                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |          |                         |          |                                |          |                                                                                                                                           |          |                                     |  |                                                         |

9      Stock issuable  
upon exercise  
of options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10      12,826,107 (including  
168,100 shares of  
Common Stock  
issuable upon exercise  
of options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11      REPRESENTED BY  
AMOUNT IN ROW  
(9)

12      4.3%  
TYPE OF  
REPORTING  
PERSON

CO



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This Schedule 13G reflects the beneficial ownership of the Reporting Persons (as defined below) as of December 31, 2018:

**Item  
1 (a). NAME OF ISSUER**

Hess Corporation (the "Issuer")

**Item  
1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

1185 Avenue of the Americas  
New York, New York 10036

**Item  
2 (a). NAME OF PERSON FILING**

The names of the persons filing this statement on Schedule 13G are: Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott Associates"), Elliott International, L.P. ("Elliott International") and its wholly-owned subsidiaries and Elliott International Capital Advisors Inc. ("International Advisors" and collectively with Elliott Associates and Elliott International, the "Reporting Persons"). Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), which is controlled by Singer, are the general partners of Elliott Associates. Hambledon, Inc. ("Hambledon") is the general partner of Elliott International. International Advisors is the investment manager for Elliott International. International Advisors expressly disclaims equitable ownership of and pecuniary interest in any Common Stock.

**Item  
2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The business address of Elliott Associates, International Advisors, Capital Advisors, Singer and Special GP is 40 West 57th Street, 30th Floor, New York, New York 10019.

The business address of Elliott International and Hambledon is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

**Item  
2(c). CITIZENSHIP**

Each of Elliott Associates and Capital Advisors is a limited partnership formed under the laws of the State of Delaware.

Elliott International is a limited partnership formed under the laws of the Cayman Islands, British West Indies.

International Advisors is a corporation formed under the laws of the State of Delaware.

Special GP is a limited liability company formed under the laws of the State of Delaware.

Hambledon is a corporation formed under the laws of the Cayman Islands, British West Indies.

Singer is a U.S. citizen.

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**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$1.00 per share (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

42809H107

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;  
(i) "

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Elliott Associates individually beneficially owns 9,643,893 shares of Common Stock, including 356,900 shares

of Common Stock issuable upon exercise of options, and including 4,791,568 shares of Common Stock through The Liverpool Limited

Partnership, a Bermuda limited partnership that is a wholly-owned subsidiary of Elliott Associates ("Liverpool").

Elliott International and International Advisors together beneficially own the 12,826,107 shares of Common Stock held by Elliott International, including 168,100 shares of Common Stock issuable upon exercise of options.

Elliott Associates, Elliott International and International Advisors together beneficially own an aggregate of 22,470,000 shares of Common Stock, including 525,000 shares of Common Stock issuable upon exercise of options.

(b) Percent of class:

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 296,253,136 shares of Common Stock outstanding as of September 30, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

Elliott Associates beneficially owned 3.3% of the outstanding shares of Common Stock.

Elliott International and International Advisors owned approximately 4.3% of the outstanding shares of the Common Stock.

Elliott Associates, Elliott International and International Advisors' aggregate beneficial ownership constituted approximately 7.6% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Elliott Associates has sole power to vote or direct the vote of 9,643,893 share of Common Stock, including 356,900 shares of Common Stock issuable upon exercise of options.

(ii) Shared power to vote or to direct the vote

Elliott International and International Advisors together have shared power to vote or direct the vote of 12,826,107 shares of Common Stock, including 168,100 shares of Common Stock issuable upon exercise of options.

(iii) Sole power to dispose or to direct the disposition of

Elliott Associates has sole power to dispose or direct the disposition of 9,643,893 shares of Common Stock, including 356,900 shares of Common Stock issuable upon exercise of options.

- (iv) Shared power to dispose or to direct the disposition of

Elliott International and International Advisors together have shared power to dispose or direct the disposition of 12,826,107 shares of Common Stock, including 168,100 shares of Common Stock issuable upon exercise of options.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Elliott Associates holds 4,791,568 shares of Common Stock through Liverpool.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

See Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on February 14, 2014.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Not applicable.

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## SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2019

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President