



## Hess Corporation Announces Pricing of Maximum Tender Offer

10/03/2016

NEW YORK--(BUSINESS WIRE)--Oct. 3, 2016-- Hess Corporation (NYSE:HES) announced today the consideration to be paid in the previously announced cash tender offer (the "Maximum Tender Offer") to purchase up to approximately \$324.0 million (the "Aggregate Maximum Repurchase Amount") of the following series of notes issued by Hess (the "Notes"):

- 7.875% Notes due 2029;
- 7.300% Notes due 2031; and
- 7.125% Notes due 2033.

The Maximum Tender Offer was made pursuant to the terms and conditions set forth in the offer to purchase dated September 19, 2016 (the "Offer to Purchase").

As of 5:00 p.m., New York City time, on September 30, 2016 (the "Early Tender Date"), as reported by Global Bondholder Services Corporation, the tender and information agent for the Maximum Tender Offer, the principal amounts of the Notes listed in the table below had been validly tendered and not validly withdrawn. The applicable Reference Yield, Repurchase Yield and Total Consideration (as defined below) for the principal amount of such Notes accepted for purchase are detailed in the table below.

Security (CUSIP No.)	Initial Principal Amount	Acceptance Priority Level	U.S. Treasury Reference Security	Reference Yield	Fixed Spread	Repurchase Yield	Principal Amount Tendered	Principal Amount Accepted	Early Tender Payment (b)(c)	Total Consideration (b)(c)
7.875% Notes due October 1, 2029 (023551AF1)	\$700,000,000	1	1.50% UST due 08/15/2026	1.619%	+360 bps	5.219%	\$196,004,000	\$196,004,000	\$30	\$1,248.32
7.300% Notes due August 15, 2031 (023551AJ3)	\$750,000,000	2	1.50% UST due 08/15/2026	1.619%	+365 bps	5.269%	\$185,455,000	\$65,703,000	\$30	\$1,207.44
7.125% Notes due March 15, 2033 (023551AM6)	\$600,000,000	3	2.50% UST due 05/15/2046	2.329%	+327 bps	5.599%	\$117,498,000	--(a)	\$30	\$1,162.60

(a) Notes from such series will not be accepted for purchase by Hess.

(b) Per \$1,000 principal amount.

(c) The Total Consideration for Notes validly tendered prior to or at the Early Tender Date and accepted for purchase is calculated using the applicable Fixed Spread (as defined below) and is inclusive of the Early Tender Payment (as defined below).

The 7.300% Notes due 2031 have an approximate proration factor of 35.50%. In addition to the applicable total consideration specified in the table above (the "Total Consideration") for each \$1,000 principal amount of Notes tendered at or prior to the Early Tender Date and accepted for payment, Hess will pay accrued and unpaid interest up to, but not including, October 4, 2016, the expected settlement date, for the Notes tendered at or prior to the Early Tender Date in the Maximum Tender Offer. The applicable Total Consideration was calculated in the manner described in the Offer to Purchase by reference to the applicable fixed spread for such Note (the "Fixed Spread") specified in the table above plus the applicable yield to maturity based on the bid-side price of the applicable U.S. Treasury Reference Security specified in the table above at 2:00 p.m., New York City time, on October 3, 2016. The Total Consideration also includes the applicable early tender payment for each \$1,000 principal amount of such Note specified in the table above (the "Early Tender Payment").

The Maximum Tender Offer will expire at 11:59 p.m., New York City time, on October 17, 2016, unless extended or earlier terminated. Because the Maximum Tender Offer has been fully subscribed as of the Early Tender Date, holders who tender Notes after the Early Tender Date will not have any of their Notes accepted for purchase. Any Notes tendered after the Early Tender Date, together with any Notes tendered at or prior to the Early Tender Date but not accepted for purchase by Hess, will be returned to the holders thereof as described in the Offer to Purchase.

The withdrawal deadline for the Maximum Tender Offer was 5:00 p.m., New York City time, on September 30, 2016 (the "Withdrawal Deadline") and has not been extended. Accordingly, previously tendered Notes and Notes tendered after the Withdrawal Deadline may not be withdrawn, subject to applicable law.

Hess plans to fund the Maximum Tender Offer with part of the proceeds from the sale of its 4.30% Notes due 2027 and its 5.80% Notes due 2047, which was completed on September 28, 2016.

Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC are acting as lead dealer managers for the Maximum Tender Offer and Mizuho Securities USA Inc. and MUFG Securities Americas Inc. are acting as co-dealer managers for the Maximum Tender Offer. Global Bondholder Services Corporation is acting as the tender and information agent for the Maximum Tender Offer.

For additional information regarding the terms of the Maximum Tender Offer, please contact the lead dealer managers: Goldman, Sachs & Co. at 800-828-3182 (toll free) or 212-357-1039, J.P. Morgan Securities LLC at 866-834-4666 (toll free) or 212-834-3424 or Morgan Stanley & Co. LLC at 800-624-1808 (toll free) or 212-761-1057. The Offer to Purchase may be accessed at the following link <http://www.gbhc-usa.com/Hess/> or obtained from Global Bondholder Services Corporation, free of charge, by calling toll-free at (866) 470-4500 (bankers and brokers can call collect at (212) 430-3774).

The obligation of Hess to accept any Notes tendered and to pay the consideration for Notes is subject to satisfaction or waiver of certain conditions and other terms set forth solely in the Offer to Purchase.

*This news release shall not be construed as an offer to purchase or sell or a solicitation of an offer to purchase or sell any of the Notes or any other securities. Hess, subject to applicable law, may amend, extend or terminate the Maximum Tender Offer and may postpone the acceptance for purchase of, and payment for, the Notes so tendered. The Maximum Tender Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of Hess, the dealer managers, the information agent or the depositary makes any recommendations as to whether holders of the Notes should tender their Notes pursuant to the Maximum Tender Offer.*

Hess Corporation is a leading global independent energy company engaged in the exploration and production of crude oil and natural gas. More information on Hess Corporation is available at <http://www.hess.com>.

#### Cautionary Statements

*This news release contains statements about future events and expectations, or 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, as amended. These projections and statements reflect Hess's 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, including those described in and incorporated by reference into the Offer to Purchase. Hess undertakes no obligation to update the information contained in this news release to reflect subsequently occurring events or circumstances.*



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#### For Hess Corporation

##### Investors:

Jay Wilson, 212-536-8940

or

##### Media:

Sard Verbinnen & Co

Michael Henson/Patrick Scanlan, 212-687-8080