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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**Hess Corporation**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1185 Avenue of the Americas,  
New York, New York**  
(Address of Principal Executive Offices)

**13-4921002**  
(I.R.S. Employer  
Identification No.)

**10036**  
(Zip Code)

**Hess Corporation**  
**2017 Long-Term Incentive Plan**  
(Full title of the plan)

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**Timothy B. Goodell**  
**Executive Vice President and General Counsel**  
**Hess Corporation**  
**1185 Avenue of the Americas**  
**New York, New York 10036**  
(Name and address of agent for service)

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**(212) 997-8500**  
(Telephone number, including area code, of agent for service)

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*Copy to:*

**David M. Johansen**  
**White & Case LLP**  
**1221 Avenue of the Americas**  
**New York, New York 10020**  
**(212) 819-8200**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

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Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00	12,000,000(1)(2)	\$88.61(3)	\$1,063,320,000.00	\$116,008.21

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes an indeterminate number of shares that may be offered and sold as a result of anti-dilution provisions described in the 2017 Long-Term Incentive Plan (the "2017 Long-Term Incentive Plan"), as amended, of Hess Corporation (the "Registrant").
- (2) Represents an additional 12,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock"), of the Registrant issuable under the 2017 Long-Term Incentive Plan, as amended. The Registrant previously filed a Registration Statement on Form S-8 (No. 333-219113) with respect to shares issuable under the 2017 Long-Term Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on June 8, 2021.

## EXPLANATORY NOTE

The Registrant has filed this Registration Statement on Form S-8 to register under the Securities Act the offer and sale of 12,000,000 shares of Common Stock of the Registrant under the 2017 Long-Term Incentive Plan, as amended. The shares are being registered in addition to the Common Stock previously registered for issuance on the Registrant's Registration Statement on Form S-8 concerning the 2017 Long-Term Incentive Plan filed with the Securities and Exchange Commission (the "Commission") on June 30, 2017 (Reg. No. 333-219113) (the "2017 Registration Statement").

On March 3, 2021, the Board of Directors adopted, subject to the requisite stockholders' approval, an amendment (the "Amendment") to the 2017 Long-Term Incentive Plan to increase the number of shares of Common Stock that may be issued under the 2017 Long-Term Incentive Plan by 12,000,000 shares (as so amended, the "Amended 2017 Long-Term Incentive Plan"). On June 2, 2021, the Amendment was approved by the stockholders at the Registrant's Annual Meeting of Stockholders. In accordance with Instruction E to the General Instructions to Form S-8, the Registrant is registering the additional 12,000,000 shares of Common Stock, which may be offered and sold under the Amended 2017 Long-Term Incentive Plan pursuant to this Registration Statement, and the contents of the 2017 Registration Statement are incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth herein.

Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers any additional shares of the Registrant's Common Stock that become issuable under the Amended 2017 Long-Term Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents heretofore filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, including information specifically incorporated by reference into the Form 10-K from the Registrant's Proxy Statement on [Schedule 14A](#) for the 2021 Annual Meeting of Stockholders, filed with the Commission on April 23, 2021;
- (2) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2021;
- (3) The Registrant's Current Reports on Form 8-K, filed with the Commission on [March 4, 2021](#), [April 13, 2021](#) and [June 3, 2021](#); and
- (4) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on [Form S-3](#) (No. 333-253681) filed pursuant to the Securities Act on March 1, 2021, including any amendment or report subsequently filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed on Form 8-K.

**ITEM 8. EXHIBITS.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	<a href="#"><u>Opinion of White &amp; Case LLP.</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP.</u></a>
23.2	<a href="#"><u>Consent of DeGolyer and MacNaughton.</u></a>
23.3	<a href="#"><u>Consent of White &amp; Case LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Powers of Attorney (included on the Signature Page of this Registration Statement).</u></a>
99.1	<a href="#"><u>Amendment No. 1 to the 2017 Long-Term Incentive Plan of the Registrant, incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 3, 2021.</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 14, 2021.

**HESS CORPORATION**

By: /s/ John P. Rielly  
Name: John P. Rielly  
Title: Executive Vice President and Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John B. Hess, Timothy B. Goodell and John P. Rielly, each of them acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable the Registrant to comply with the Securities Act and any rules, regulations or requirements of the Commission in respect thereof, including, without limitation, the power and authority to sign his or her name in any and all capacities (including his or her capacity as a Director and/or Officer of the Registrant) to (i) the Registration Statement on Form S-8 or such other form as may be appropriate and any amendments thereto (including post-effective amendments), to be filed with the Commission registering shares of Common Stock of the Registrant reserved for issuance pursuant to the Amended 2017 Long-Term Incentive Plan, and (ii) any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto (including post-effective amendments); and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John B. Hess</u> John B. Hess	Director and Chief Executive Officer (Principal Executive Officer)	June 14, 2021
<u>/s/ John P. Rielly</u> John P. Rielly	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 14, 2021
<u>/s/ James H. Quigley</u> James H. Quigley	Chairman of the Board and Director	June 14, 2021
<u>/s/ Terrence J. Checki</u> Terrence J. Checki	Director	June 14, 2021

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<u>/s/ Leonard S. Coleman, Jr.</u> Leonard S. Coleman, Jr.	Director	June 14, 2021
<u>/s/ Joaquin Duato</u> Joaquin Duato	Director	June 14, 2021
<u>/s/ Edith E. Holiday</u> Edith E. Holiday	Director	June 14, 2021
<u>/s/ Marc S. Lipschultz</u> Marc S. Lipschultz	Director	June 14, 2021
<u>/s/ David McManus</u> David McManus	Director	June 14, 2021
<u>/s/ Dr. Kevin O. Meyers</u> Dr. Kevin O. Meyers	Director	June 14, 2021
<u>/s/ Karyn F. Ovelmen</u> Karyn F. Ovelmen	Director	June 14, 2021
<u>/s/ William G. Schrader</u> William G. Schrader	Director	June 14, 2021

June 14, 2021

Hess Corporation  
1185 Avenue of the Americas  
New York, NY 10036

White & Case LLP  
1221 Avenue of the Americas  
New York, NY 10020-1095  
T +1 212 819 8200

**whitecase.com**

Re: Hess Corporation Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Hess Corporation, a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 12,000,000 shares (the "Shares") of the Company's common stock, par value \$1.00 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2017 Long-Term Incentive Plan, as amended (the "2017 Plan").

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) Registration Statement;
- (b) a copy of the Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation", dated May 3, 2006 filed as Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2006, as amended by the Amendments to the Certificate of Incorporation dated May 22, 2013 and May 12, 2014 filed as Exhibits 3.1 to the Company's Current Reports on Form 8-K, filed with the Commission, respectively, on May 22, 2013 and May 13, 2014);
- (c) a copy of the By-laws of the Company, as amended effective May 6, 2020, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2020;
- (d) a copy of Resolutions of the board of directors of the Company adopted on March 3, 2021; and
- (e) the 2017 Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Hess Corporation  
June 14, 2021

Based upon the foregoing assumptions and the assumptions set forth below, and subject to the qualifications and limitations stated herein, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the 2017 Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the 2017 Plan by all necessary corporate action of the Company, and when issued as provided under the 2017 Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. This opinion letter is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ White & Case LLP

**DJ:EG:SB:CL**



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Hess Corporation 2017 Long-Term Incentive Plan, as amended, of our reports dated March 1, 2021, with respect to the consolidated financial statements of Hess Corporation and the effectiveness of internal control over financial reporting of Hess Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

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New York, New York

June 14, 2021

**DeGolyer and MacNaughton**

5001 Spring Valley Road  
Suite 800 East  
Dallas, Texas 75244

June 14, 2021

Hess Corporation  
1185 Avenue of the Americas  
New York, New York 10036

Ladies and Gentlemen:

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (including any amendments thereto), to be filed by Hess Corporation with the United States Securities and Exchange Commission with respect to the Hess Corporation 2017 Long-Term Incentive Plan, as amended, of the name DeGolyer and MacNaughton, of references to DeGolyer and MacNaughton as an independent petroleum engineering consulting firm, and of references to our report of third party dated February 3, 2021, containing our opinion on the estimated proved reserves, as of December 31, 2020, attributable to certain properties in which Hess Corporation has represented it holds an interest (our "Report"), under the heading "Proved Oil and Gas Reserves-Reserves Audit" in Hess Corporation's Annual Report on Form 10-K for the year ended December 31, 2020, and to the incorporation by reference of our Report, included as an exhibit to Hess Corporation's Annual Report on Form 10-K for the year ended December 31, 2020.

Very truly yours,

/s/ DeGolyer and MacNaughton

DeGOLYER and MacNAUGHTON  
Texas Registered Engineering Firm-716