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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

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 Pursuant to § 240.14a-12

Hess Corporation

(Name of Registrant as Specified in Its Charter)

(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:

Hess's Slate of Five New, Non-Conflicted, Experienced Nominees = Right Choice for Shareholders



John Krenicki Jr.



Dr. Kevin Meyers



Fredric Reynolds



William Schrader



Dr. Mark Williams



John Krenicki, Jr.

The Right Choice for Shareholders



John Krenicki's experience leading large-scale initiatives and operations across a global energy portfolio will add important perspective to the Hess Board as the Company completes its transformation to a pure play E&P company

- Helped double revenue at GE Energy to over \$50 billion – representing 2/3 of GE's financial revenues
- Oversaw GE's Oil & Gas, Power & Water, and Energy management businesses, which employ more than 100,000 people in over 165 countries
- Led streamlining and turnarounds at GE Infrastructure and Energy sectors and the GE Transportation Systems division; was member of GE's Corporate Executive Council
- Mr. Krenicki is one of America's top corporate executives with a strong track record of success, experience, and leadership in operations, oil and gas, and energy
- Senior partner at private equity firm Clayton, Dubilier & Rice
- Director Experience: Chairman (and interim CEO) of ServiceMaster Global Holdings; Wilsonart International
- Former Director: GE Capital

Dr. Kevin Meyers

The Right Choice for Shareholders



Based on his experience, Dr. Meyers will bring to the Hess Board decades of managing cost-efficient E&P operations in geographies directly relevant to Hess' focused E&P portfolio

- Helped divest \$6 billion of low-growth, low-margin assets at ConocoPhillips to focus capital into emerging shale plays
- Oversaw 6,000 employees and a \$6 billion annual capital program, and was responsible for reorganizing and driving business value in the Americas E&P portfolio
- Spearheaded the Company's development of the Eagle Ford, moving it from exploration to a twelve-rig development program in less than a year, and increased investment in both the Permian Basin and the Bakken
- ConocoPhillips' stock price increased approximately 60% during his tenure
- Director Experience: Bill Barrett Corporation, Denbury Resources, Hornbeck Offshore Resources, and Precision Drilling Corporation
- Former Director: LUKOIL

Fredric Reynolds

The Right Choice for Shareholders



Fredric Reynolds will bring to the Hess Board his substantial experience as a CFO with a successful track record of financial oversight, leading a successful transformation, returning capital, and delivering long-term returns

- Led several significant reorganizations, asset divestitures and spinoffs, including the sale of all of the legacy industrials business of Westinghouse, the spinoff of MTV Networks, and the firm-wide reorganization of CBS
- While CFO of CBS, shareholders experienced substantial share appreciation and return of capital
- Other C-level experience includes CFO positions at Viacom, PepsiCo Foods International and Frito-Lay and the CEO position at a key Viacom subsidiary
- Director Experience: AOL (Lead Director), Metro-Goldwyn-Mayer Studios, Mondelez International (formally Kraft Foods)
- Former Director: Blockbuster, Sportsline.com, and The Reader's Digest Association

William Schrader

The Right Choice for Shareholders



William Schrader is an outstanding E&P executive responsible for transforming BP's best and most valued E&P assets and will bring to the Board his experience as a disciplined E&P operator with expertise in production sharing structures, government relations, and delivering returns

- Led BP's assets in Azerbaijan, Indonesia, and TNK-BP
- TNK-BP comprised 29% of BP's total production
- During his tenure as President of BP Azerbaijan, production increased from 240,000 bpd to over 950,000 bpd, while operating costs were reduced from \$7/bbl to \$4/bbl
- Oversaw and drove focused international growth strategies and efficiencies during his 30 years at BP
- Deep experience in joint venture and other production and cost-sharing structures
- Director Experience: Ophir Energy

Dr. Mark Williams

The Right Choice for Shareholders



Mark Williams' experience at the highest management levels of one of the world's largest oil and gas companies and service in its top executive group charged with setting strategy and direction will provide invaluable insights to Hess' Board

- Worked for over 30 years at Shell, including for more than 17 years in Shell's E&P and upstream business, serving most recently as a member of the Executive Committee of Royal Dutch Shell
- Transformed the U.S. downstream business by leading the creation of the Shell / Texaco / Saudi Aramco alliance in the late 1990s
- One of three top operating executives responsible for all strategic, capital, and operational matters at Royal Dutch Shell
- Oversaw \$400 billion in revenues and approximately 55,000 people, generating \$5.3 billion in profit annually, and redirected a \$6 billion annual investment into the higher-growth markets of China and Brazil, while strengthening Shell's position in key hubs in the U.S. Gulf Coast and Singapore



Important Additional Information

Hess Corporation, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Hess shareholders in connection with the matters to be considered at Hess' 2013 Annual Meeting. Hess has filed a definitive proxy statement and form of WHITE proxy card with the U.S. Securities and Exchange Commission in connection with the 2013 Annual Meeting. **HESS SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD AS THEY CONTAIN IMPORTANT INFORMATION.** Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials filed with the SEC. Shareholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by Hess with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at Hess' website at www.hess.com, by writing to Hess Corporation at 1185 Avenue of the Americas, New York, NY 10036, by calling Hess' proxy solicitor, MacKenzie Partners, toll-free at (800) 322-2885 or by email at hess@mackenziepartners.com.