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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-150992**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-167076**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-181704**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-204929**

*UNDER
THE SECURITIES ACT OF 1933*

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

Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

10036
(Zip Code)

**Hess Corporation Amended and Restated 2008 Long-Term Incentive Plan
Hess Corporation 2017 Long-Term Incentive Plan**
(Full title of the plan)

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

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

Copy to:

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

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

EXPLANATORY NOTE

On May 16, 2008, Hess Corporation (the “Registrant”) filed a registration statement on Form S-8 (Registration No. 333-150992) (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 13,000,000 shares, par value \$1.00 per share, of the Registrant’s common stock (the “Common Stock”) available for issuance under the Registrant’s 2008 Long-Term Incentive Plan (as amended, the “2008 Incentive Plan”). The Registrant paid a registration fee of \$40,491.58 at that time to register such shares of Common Stock. On May 25, 2010, May 25, 2012 and June 12, 2015, the Registrant filed a registration statement on Form S-8 (Registration Nos. 333-167076, 333-181704 and 333-204929, respectively) to register an additional 8,000,000, 8,000,000 and 9,000,000 shares of Common Stock, respectively, issuable pursuant to the 2008 Incentive Plan. The Registrant paid registration fees of \$29,501.09, \$41,659.39 and \$68,604.48, respectively, to register such shares of Common Stock. The registration statements on Form S-8 filed in connection with the 2008 Incentive Plan are referred to herein collectively as the “Registration Statements.” The Registration Statements also covered an indeterminate number of shares of Common Stock as may have become issuable as a result of stock dividend, stock split, recapitalization or other similar transactions in accordance with anti-dilution provisions.

On June 7, 2017 (the “Approval Date”), the Registrant’s 2017 Long-Term Incentive Plan (the “2017 Incentive Plan”) was approved by the stockholders at the Registrant’s Annual Meeting of Stockholders. As of the Approval Date, no new awards may be granted under the 2008 Incentive Plan. The number of shares of Common Stock for which awards may be granted under the 2017 Incentive Plan shall be (i) 13,500,000 new shares of Common Stock, plus (ii) up to 13,305,666 shares of Common Stock that were previously available for issuance under the 2008 Incentive Plan and that, pursuant to the terms of the 2017 Incentive Plan, have become or may become available for issuance under the 2017 Incentive Plan (the “Carryover Shares”) consisting of (a) up to 6,779,474 shares of Common Stock that have previously been approved by the Registrant’s stockholders for issuance under the 2008 Incentive Plan but have not been awarded under the 2008 Incentive Plan and (b) up to 6,526,192 shares of Common Stock that are subject to outstanding stock options or other awards under the 2008 Incentive Plan but may become available for the grants of awards under the 2017 Incentive Plan to the extent the shares underlying such outstanding stock options or awards are not issued because they are forfeited or settled or terminate without a distribution of shares of Common Stock.

Accordingly, pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Registrant disclose a material change in the plan of distribution as it was originally disclosed in the Registration Statements, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statements to reflect that, as of the Approval Date, the Carryover Shares may be issued under the 2017 Incentive Plan and to file as an exhibit hereto a copy of the 2017 Incentive Plan and a new opinion as to the validity of the shares of Common Stock that were previously issuable pursuant to the 2008 Incentive Plan. This Post-Effective Amendment No. 1 to the Registration Statements amends and supplements the items listed below. All other items of the Registration Statements are incorporated herein by reference without change.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statements, the Registrant is filing a registration statement on Form S-8 to register 13,500,000 new shares of Common Stock authorized for issuance pursuant to the 2017 Incentive Plan, which amount excludes the Carryover Shares. No additional shares of Common Stock are being registered by this Post-Effective Amendment No. 1 to the Registration Statements.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* As permitted by Rule 428 under the Securities Act, this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be sent or given to the participants in the 2017 Incentive Plan as may be required by Rule 428(b). Such documents are not required to be and are not being filed with the Commission either as part of this registration statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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, and shall be deemed to be a part of, this Post-Effective Amendment No. 1 to the Registration Statements:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, including information specifically incorporated by reference into the Form 10-K from the Registrant's Proxy Statement on Schedule 14A for the 2017 Annual Meeting of Stockholders, filed with the Commission on April 28, 2017;
- (2) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017;
- (3) The Registrant's Current Reports on Form 8-K, filed with the Commission on March 6, 2017, March 24, 2017 and June 13, 2017;
- (4) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3 (No. 333-202379) filed pursuant to the Securities Act on February 27, 2015, including any amendment or report 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 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.

The Registrant will promptly provide without charge to each person to whom a prospectus is delivered a copy of any or all information that has been incorporated herein by reference (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into such information) upon the written or oral request of such person directed to the Corporate Secretary of the Registrant at its principal offices, 1185 Avenue of the Americas, New York, New York 10036, telephone (212) 997-8500.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable. The Registrant's common stock is registered under Section 12 of the Exchange Act.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The General Corporation Law of the State of Delaware (DGCL) provides that a corporation is required to indemnify its present or former directors and officers against the actual and reasonable expenses (including attorneys' fees) incurred in the successful defense of any proceeding arising out of their serving as a director or officer of the corporation.

As permitted by the DGCL, the Registrant's by-laws provide that every person who is or was a director, officer or employee of the Registrant, or of any other corporation which he serves or served as such at the request of the Registrant, shall, in accordance with the by-laws of the Registrant but not if prohibited by law, be indemnified by the Registrant against reasonable expense and any liability paid or incurred by him in connection with or resulting from any threatened or actual claim, action, suit or proceeding (whether brought by or in the right of the Registrant or such other corporation or otherwise), civil, criminal, administrative or investigative, in which he may be involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Registrant or such other corporation, or by reason of any action taken or not taken in his capacity as such director, officer or employee, whether or not he continues to be such at the time such expense or liability shall have been paid or incurred. To be entitled to indemnification, those persons must have been wholly successful in the claim, action, suit or proceeding or the board of directors must have determined, based upon a written finding of independent legal counsel or other disinterested person or persons selected by the board of directors, that such persons acted in good faith in what they reasonably believed to be the best interest of the Registrant and, in addition, with respect to any criminal action or proceeding, reasonably believed that his conduct was lawful.

The Registrant's by-laws authorize the Registrant to advance funds for expenses to an indemnified person, but only upon receipt of an undertaking that he will repay the same if it is ultimately determined that he is not entitled to indemnification or, if it is ultimately determined that he is to be indemnified under the Registrant's by-laws, to the extent that the advance exceeds the amount of the indemnification.

The rights of indemnification provided by the by-laws of the Registrant are not exhaustive and are in addition to any rights to which a director, officer or employee may otherwise be entitled by contract or as a matter of law.

In addition, pursuant to the DGCL, the Registrant's restated certificate of incorporation provides that a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability which would otherwise exist under applicable law (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant maintains a standard policy of officers' and directors' liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Sections 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 30, 2017.

HESS CORPORATION

By: /s/ John P. Rielly

Name: John P. Rielly

Title: Senior Vice President and Chief Financial Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of White & Case LLP with respect to the legality of the Common Stock issuable under the 2008 Long-Term Incentive Plan.**
5.2	Opinion of White & Case LLP with respect to the legality of the Carryover Shares issuable under the 2017 Long-Term Incentive Plan.*
23.1	Consent of Ernst & Young LLP.*
23.2	Consent of DeGolyer and MacNaughton.*
23.3	Consent of White & Case LLP with respect to the 2008 Long-Term Incentive Plan (included in Exhibit 5.1).**
23.4	Consent of White & Case LLP with respect to the 2017 Long-Term Incentive Plan (included in Exhibit 5.2).*
99.1	Amended and Restated 2008 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 May 12, 2015.**
99.2	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 13, 2017.**

** Previously filed

* Filed herewith

[Letterhead of White & Case LLP]

June 30, 2017

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

Re: 2008 Incentive Plan
2017 Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Hess Corporation, a Delaware corporation (the "Company"), in connection with the preparation of the Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-8 (Registration No. 333-150992) (the "Initial Registration Statement"), the Registration Statement on Form S-8 (Registration No. 333-167076) (the "Second Registration Statement"), the Registration Statement on Form S-8 (333-181704) (the "Third Registration Statement") and the Registration Statement on Form S-8 (333-204929) (the "Fourth Registration Statement" and, together with the Initial Registration Statement, the Second Registration Statement and the Third Registration Statement, the "Registration Statements") to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Initial Registration Statement registered 13,000,000 shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"), the Second Registration Statement registered 8,000,000 shares of Common Stock, the Third Registration Statement registered 8,000,000 shares of Common Stock and the Fourth Registration Statement registered 9,000,000 shares of Common Stock, in each case, reserved for issuance pursuant to the Company's 2008 Long-Term Incentive Plan (as amended, the "2008 Incentive Plan").

On June 7, 2017 (the "Approval Date"), the Company's 2017 Long-Term Incentive Plan (the "2017 Incentive Plan") was approved by the stockholders at the Company's Annual Meeting of Stockholders. As of the Approval Date, no new awards may be granted under the 2008 Incentive Plan. The number of shares of Common Stock for which awards may be granted under the 2017 Incentive Plan shall be (i) 13,500,000 new shares of Common Stock, plus (ii) up to 13,305,666 shares of Common Stock that were previously registered for issuance under the Registration Statements and available for issuance under the 2008 Incentive Plan and that, pursuant to the terms of the 2017 Incentive Plan, have become or may become available for issuance under the 2017 Incentive Plan (the "Carryover Shares") consisting of (a) up to 6,779,474 shares of Common Stock that have previously been approved by the Registrant's stockholders for issuance under the 2008 Incentive Plan but have not been awarded under the 2008 Incentive Plan and (b) up to 6,526,192 shares of Common Stock that are subject to outstanding stock options or other awards under the 2008 Incentive Plan but may become available for the grants of awards under the 2017 Incentive Plan to the extent the shares underlying such outstanding stock options or awards are not issued because they are forfeited or settled or terminate without a distribution of shares of Common Stock.

The Amendment reflects that the Carryover Shares are available for issuance under the Company's 2017 Incentive Plan.

We have examined such documents, certificates, records, authorizations and proceedings and have made such investigations as we have deemed necessary or appropriate in order to give the opinion expressed herein. 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 such examination we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as photostatic or certified copies, and the authenticity of the originals of such copies.

Based on the foregoing, and subject to the qualifications, assumptions and limitations stated herein, it is our opinion that the above-referenced Carryover Shares reserved for issuance under the 2017 Incentive Plan have been duly authorized by the Company, and when issued as provided under the 2017 Incentive Plan, will be validly issued, fully paid and non-assessable shares of Common Stock of the Company.

We do not express or purport to express any opinions with respect to laws other than the General Corporation Law of the State of Delaware.

The opinions set forth in this letter are effective as of the date hereof. We do not undertake to advise you of any changes in our opinion expressed herein resulting from matters that may arise after the date of this letter or that hereinafter may be brought to our attention. We express no opinions other than as herein expressly set forth, and no opinion may be inferred or implied beyond that expressly stated herein. We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

WHITE & CASE LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statements (Form S-8 Nos. 333-150992, 333-167076, 333-181704 and 333-204929) of our reports dated February 23, 2017, with respect to the consolidated financial statements and schedule 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, 2016, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

New York, New York
June 30, 2017

DeGolyer and MacNaughton

5001 Spring Valley Road
Suite 800 East
Dallas, Texas 75244

June 30, 2017

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 Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 (Registration Nos. 333-150992, 333-167076, 333-181704 and 333-204929) (including any amendments thereto) to be filed by Hess Corporation with the United States Securities and Exchange Commission, of the name DeGolyer and MacNaughton, of references to DeGolyer and MacNaughton as an independent petroleum engineering consulting firm, and of references to our third-party letter report dated February 1, 2017, containing our opinion on the proved reserves attributable to certain properties owned by Hess Corporation as of December 31, 2016 (our Report), under the heading "Oil and Gas Reserves – Reserves Audit" in Hess Corporation's Annual Report on Form 10-K for the year ended December 31, 2016, 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, 2016.

Very truly yours,

/s/ DeGolyer and MacNaughton

DeGOLYER and MacNAUGHTON

Texas Registered Engineering Firm F-716