

WALKER F BORDEN  
Form 4  
March 06, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALKER F BORDEN

(Last) (First) (Middle)

HESS CORPORATION, 1185 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HESS CORP [HES]

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$1.00 par value	03/04/2009		A		21,850	A	\$ 0
					147,513 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)



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2.1

4.1

Amended and Restated Certificate of Incorporation.

10-Q

09/30/01

4.1

4.2

Certificate of Ownership and Merger of Kratos Defense & Security Solutions, Inc. into Wireless Facilities, Inc.

8-K

09/14/07

3.1

4.3

Certificate of Amendment to Amended and Restated Certificate of Incorporation of Kratos Defense & Security Solutions.

10-Q

09/27/09

3.1

4.4

Explanation of Responses:

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Certificate of Designations, Preferences and Rights of Series A Preferred Stock.

10-Q

09/30/01

4.2

4.5

Certificate of Designations, Preferences and Rights of Series B Preferred Stock.

8-K/A

06/05/02

4.1

4.6

Certificate of Designation of Series C Preferred Stock.

8-K

12/17/04

3.1

4.7

Second Amended and Restated Bylaws.

8-K

Explanation of Responses:

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3/15/11

3.1

4.8

Specimen Common Stock Certificate.

10-K

03/02/11

4.1

4.9

Rights Agreement, dated as of December 16, 2004, between Kratos Defense & Security Solutions, Inc. and Wells Fargo, N.A.

8-K

12/17/04

4.1

4.10

Indenture, dated as of May 19, 2010, by and among Kratos Defense & Security Solutions, Inc., the guarantors set forth therein and Wilmington Trust FSB, as trustee and collateral agent (including the Form of 10% Senior Secured Notes due 2017 as an exhibit thereto).

8-K

05/25/10

4.1

Explanation of Responses:

4.11

First Supplemental Indenture, dated as of February 7, 2011, by and among Kratos Defense & Security Solutions, Inc., the guarantors listed on Exhibit A thereto and Wilmington Trust FSB.

8-K

02/08/11

10.2

4.12

Form of Senior Debt Indenture

\*

4.13

Form of Subordinated Debt Indenture

\*

4.14

Explanation of Responses:

Form of Senior Note<sup>#</sup>

4.15

Form of Subordinated Note<sup>#</sup>

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Exhibit Number	Exhibit Description	Incorporated by Reference			Filed- Furnished Herewith
		Form	Filing Date/ Period End Date	Exhibit	
4.16	Form of Specimen Preferred Stock Certificate <sup>#</sup>				
4.17	Form of Certificate of Designation <sup>#</sup>				
4.18	Form of Common Stock Warrant Agreement and Warrant Certificate <sup>#</sup>				
4.19	Form of Preferred Stock Warrant Agreement and Warrant Certificate <sup>#</sup>				
4.20	Form of Debt Securities Warrant Agreement and Warrant Certificate <sup>#</sup>				
4.21	Form of Unit Agreement <sup>#</sup>				
5.1	Opinion of Paul, Hastings, Janofsky & Walker LLP				*
12.1	Statement of Computation of Ratio of Earnings to Fixed Charges				*
23.1	Consent of Paul, Hastings, Janofsky & Walker LLP (included in Exhibit 5.1)				*
23.2	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP				*
23.3	Consent of Independent Registered Public Accountants, Amper, Politziner & Mattia LLP				*
23.4	Independent Registered Public Accounting Firm's Consent, Marcum LLP				*
23.5	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP				*
23.6	Consent of Independent Registered Public Accounting Firm, Brightman Almagor Zohar & Co.				*
23.7	Consent of Registered Public Accounting Firm, Plante & Moran, PLLC				*
24.1	Power of Attorney (included on signature page)				*
25.1	Statement of Eligibility of Trustee under the Senior Debt Indenture <sup>#</sup>				
25.2	Statement of Eligibility of Trustee under the Subordinated Debt Indenture <sup>#</sup>				
99.1	Financial statements of Herley Industries, Inc. as of and for the twenty-six weeks ended January 30, 2011 (unaudited) and January 31, 2010.				*
99.2	Unaudited pro forma combined (i) balance sheet as of December 26, 2010; and (ii) statements of operations for the year ended December 26, 2010.				*

<sup>#</sup> To be filed by amendment or by a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference, if applicable.



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**Item 17. 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 of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in the 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 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 the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 and Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering

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thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) That, for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(8) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

(9) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other

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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 Exchange Act and will be governed by the final adjudication of such issue.

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric M. DeMarco and Deanna H. Lund, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to sign any and all additional registration statements relating to the registration statement and filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

NAME	TITLE	DATE
<u>/s/ ERIC M. DEMARCO</u> Eric M. DeMarco	President, Chief Executive Officer and Director	March 25, 2011
<u>/s/ SCOTT I. ANDERSON</u> Scott I. Anderson	Director	March 23, 2011
<u>/s/ BANDEL L. CARANO</u> Bandel L. Carano	Director	March 25, 2011
<u>/s/ WILLIAM A. HOGLUND</u> William A. Hogleund	Director	March 22, 2011
<u>/s/ SCOT B. JARVIS</u> Scot B. Jarvis	Director	March 25, 2011
<u>/s/ JANE E. JUDD</u> Jane E. Judd	Director	March 22, 2011
<u>/s/ SAMUEL N. LIBERATORE</u> Samuel N. Liberatore	Director	March 23, 2011

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4.13	Form of Subordinated Debt Indenture				*
4.14	Form of Senior Note <sup>#</sup>				
4.15	Form of Subordinated Note <sup>#</sup>				
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