

HESS CORP  
Form 8-K  
June 25, 2014

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**June 19, 2014**

**Date of Report (Date of earliest event reported)**

**HESS CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State of Incorporation)**

**1-1204**  
**(Commission**  
**File Number)**

**13-4921002**  
**(IRS Employer**  
**Identification No.)**

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**1185 Avenue of the Americas**

**New York, New York 10036**

**(Address of Principal Executive Office)**

**(212) 997-8500**

**(Registrant's Telephone Number, Including Area Code)**

**(Not Applicable)**

**(Former Name or Former Address, If Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On June 24, 2014, Hess Corporation (the Company ) completed the sale of \$300,000,000 aggregate principal amount of 1.30% notes due June 15, 2017 (the 2017 Notes ) and \$300,000,000 aggregate principal amount of 3.50% notes due July 15, 2024 (the 2024 Notes , and together with the 2017 Notes, the Notes ) in a public offering through underwriters for whom J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and RBS Securities Inc., acted as representatives pursuant to an underwriting agreement dated June 19, 2014 (the Underwriting Agreement ) among the Company and the representatives.

The Company intends to use the net proceeds of the offering of the Notes primarily to refinance the repayment of its \$250 million 7.00% notes due 2014 and retire various lease obligations, as well as for working capital and other general corporate purposes.

The Notes were registered under the Securities Act of 1933 on the Company s automatic shelf registration statement on Form S-3ASR (File No. 333-179744), filed with the Securities and Exchange Commission on February 27, 2012 (the Registration Statement ). The Notes were issued pursuant to an indenture, dated March 1, 2006, between the Company and The Bank of New York Mellon, successor-in-interest to JPMorgan Chase Bank, N.A., as trustee, which is filed as Exhibit 4 to the Company s automatic shelf registration statement on Form S-3ASR (File No. 333-132145) (the Indenture ).

The foregoing description of the Underwriting Agreement, the Indenture and the Notes is qualified in its entirety by reference to the Underwriting Agreement, the Indenture and the forms of 2017 Note and 2024 Note, attached hereto as Exhibits 1.1, 4.1, 4.2 and 4.3 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated June 19, 2014, among Hess Corporation and J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and RBS Securities Inc., as representatives of the several underwriters named therein.
- 4.1 Indenture, dated as of March 1, 2006, between Hess Corporation and The Bank of New York Mellon as successor to JP Morgan Chase, as Trustee. Incorporated by reference to Exhibit 4 to Form S-3ASR (File No. 333-132145) filed with the Securities and Exchange Commission on March 1, 2006.
- 4.2 Form of 2017 Note.
- 4.3 Form of 2024 Note.
- 5.1 Opinion of White & Case LLP as to the legality of the 2017 Notes and the 2024 Notes.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of White & Case LLP (included as part of its opinion filed as Exhibit 5.1 hereto).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 25, 2014

HESS CORPORATION

By: /s/ Timothy B. Goodell  
Name: Timothy B. Goodell  
Title: Senior Vice President and General  
Counsel

EXHIBIT INDEX

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