

HESS CORP
Form 8-K
December 09, 2016

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
Date of Report (Date of Earliest Event Reported): December 7, 2016

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

DELAWARE
(State or Other Jurisdiction

of Incorporation)

No. 1-1204
(Commission

File Number)
1185 Avenue of the Americas

No. 13-4921002
(IRS Employer

Identification No.)

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New York, New York 10036

(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 997-8500

N/A

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2016, at the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors (the Board) of Hess Corporation (the Company) elected Marc S. Lipschultz to serve as a director of the Company, effective immediately.

Mr. Lipschultz is a co-founder and President of Owl Rock Capital Partners (Owl Rock) and co-Chief Investment Officer of Owl Rock Capital Advisors. Prior to founding Owl Rock, Mr. Lipschultz spent more than two decades at KKR & Co., L.P., where he served on the firm s Management Committee and as the Global Head of Energy and Infrastructure.

The Board has determined that Mr. Lipschultz is independent in accordance with the rules and standards of the New York Stock Exchange. Mr. Lipschultz does not have a material interest in any transaction that is required to be disclosed under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Lipschultz and any other person pursuant to which he was selected as a director.

Mr. Lipschultz s compensation for service as a director will be consistent with the compensation paid to other non-employee directors of the Company as described in the Company s 2016 proxy statement, filed with the Securities and Exchange Commission on March 24, 2016.

SIGNATURE

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

Date: December 9, 2016

HESS CORPORATION

By: /s/ Timothy B. Goodell

Name: Timothy B. Goodell

Title: Senior Vice President, General Counsel

and Secretary