

HESS CORP
Form SC 13G/A
February 14, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 5)*

Hess
Corporation
(Name of
Issuer)

Common Stock,
par value \$1.00
per share
(Title of Class
of Securities)

42809H107
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is

filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1

NAME OF
REPORTING
PERSON

Elliott Associates,
L.P.

CHECK

THE

APPROPRIATE

2

BOX IF A
MEMBER (b) "
OF A
GROUP

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

5

**SOLE
VOTING
POWER**

9,643,893
(including
356,900 shares
of Common
Stock issuable
upon exercise
of options)

6

SHARED
VOTING
POWER

0
SOLE
DISPOSITIVE
POWER

7

9,643,893
(including
356,900 shares
of Common
Stock issuable
upon exercise
of options)

8

SHARED
DISPOSITIVE

POWER

0

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

9,643,893 (including
356,900 shares of
Common Stock
issuable upon exercise
of options)

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

3.3%

12

TYPE OF
REPORTING
PERSON

PN

1

NAME OF
REPORTING
PERSON

Elliott International,
L.P.

CHECK

THE

APPROPRIATE

BOX IF A

MEMBER (b) "

OF A

GROUP

SEC USE ONLY

CITIZENSHIP OR

PLACE OF

ORGANIZATION

Cayman Islands,
British West Indies

NUMBER OF
SHARES

**BENEFICIALLY 5
OWNED BY**

EACH

REPORTING

PERSON WITH:

SOLE
VOTING
POWER

0

SHARED VOTING POWER

6

12,826,107
(including
168,100 shares
of Common
Stock issuable
upon exercise
of options)

7

SOLE
DISPOSITIVE
POWER

8

0
SHARED
DISPOSITIVE
POWER

12,826,107
(including
168,100 shares

9 of Common
Stock issuable
upon exercise
of options)
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 12,826,107 (including
168,100 shares of
Common Stock
issuable upon exercise
of options)
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 4.3%
TYPE OF
REPORTING
PERSON
PN

	Delaware	
NUMBER OF	SOLE	
SHARES	VOTING	
BENEFICIALLY 5	POWER	
OWNED BY		
EACH	0	
REPORTING	SHARED	
PERSON WITH:	VOTING	
	POWER	
	12,826,107	
6	(including	
	168,100 shares	
	of Common	
	Stock issuable	
	upon exercise	
	of options)	
	SOLE	
	DISPOSITIVE	
7	POWER	
	0	
8	SHARED	
	DISPOSITIVE	
	POWER	
	12,826,107	
	(including	
	168,100 shares	
	of Common	

9 Stock issuable
upon exercise
of options)
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 12,826,107 (including
168,100 shares of
Common Stock
issuable upon exercise
of options)
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 4.3%
TYPE OF
REPORTING
PERSON
CO

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This Schedule 13G reflects the beneficial ownership of the Reporting Persons (as defined below) as of December 31, 2018:

**Item
1 (a). NAME OF ISSUER**

Hess Corporation (the "Issuer")

**Item
1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

1185 Avenue of the Americas
New York, New York 10036

**Item
2 (a). NAME OF PERSON FILING**

The names of the persons filing this statement on Schedule 13G are: Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott Associates"), Elliott International, L.P. ("Elliott International") and its wholly-owned subsidiaries and Elliott International Capital Advisors Inc. ("International Advisors" and collectively with Elliott Associates and Elliott International, the "Reporting Persons"). Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), which is controlled by Singer, are the general partners of Elliott Associates. Hambledon, Inc. ("Hambledon") is the general partner of Elliott International. International Advisors is the investment manager for Elliott International. International Advisors expressly disclaims equitable ownership of and pecuniary interest in any Common Stock.

**Item
2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The business address of Elliott Associates, International Advisors, Capital Advisors, Singer and Special GP is 40 West 57th Street, 30th Floor, New York, New York 10019.

The business address of Elliott International and Hambledon is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

**Item
2(c). CITIZENSHIP**

Each of Elliott Associates and Capital Advisors is a limited partnership formed under the laws of the State of Delaware.

Elliott International is a limited partnership formed under the laws of the Cayman Islands, British West Indies.

International Advisors is a corporation formed under the laws of the State of Delaware.

Special GP is a limited liability company formed under the laws of the State of Delaware.

Hambledon is a corporation formed under the laws of the Cayman Islands, British West Indies.

Singer is a U.S. citizen.

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Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$1.00 per share (the "Common Stock")

Item 2(e). CUSIP NUMBER

42809H107

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
(i) "

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Elliott Associates individually beneficially owns 9,643,893 shares of Common Stock, including 356,900 shares

of Common Stock issuable upon exercise of options, and including 4,791,568 shares of Common Stock through The Liverpool Limited

Partnership, a Bermuda limited partnership that is a wholly-owned subsidiary of Elliott Associates ("Liverpool").

Elliott International and International Advisors together beneficially own the 12,826,107 shares of Common Stock held by Elliott International, including 168,100 shares of Common Stock issuable upon exercise of options.

Elliott Associates, Elliott International and International Advisors together beneficially own an aggregate of 22,470,000 shares of Common Stock, including 525,000 shares of Common Stock issuable upon exercise of options.

(b) Percent of class:

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 296,253,136 shares of Common Stock outstanding as of September 30, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

Elliott Associates beneficially owned 3.3% of the outstanding shares of Common Stock.

Elliott International and International Advisors owned approximately 4.3% of the outstanding shares of the Common Stock.

Elliott Associates, Elliott International and International Advisors' aggregate beneficial ownership constituted approximately 7.6% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Elliott Associates has sole power to vote or direct the vote of 9,643,893 share of Common Stock, including 356,900 shares of Common Stock issuable upon exercise of options.

(ii) Shared power to vote or to direct the vote

Elliott International and International Advisors together have shared power to vote or direct the vote of 12,826,107 shares of Common Stock, including 168,100 shares of Common Stock issuable upon exercise of options.

(iii) Sole power to dispose or to direct the disposition of

Elliott Associates has sole power to dispose or direct the disposition of 9,643,893 shares of Common Stock, including 356,900 shares of Common Stock issuable upon exercise of options.

- (iv) Shared power to dispose or to direct the disposition of

Elliott International and International Advisors together have shared power to dispose or direct the disposition of 12,826,107 shares of Common Stock, including 168,100 shares of Common Stock issuable upon exercise of options.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Elliott Associates holds 4,791,568 shares of Common Stock through Liverpool.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on February 14, 2014.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2019

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President