

HESS CORP
Form SC 13G/A
February 13, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 15)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)**

HESS CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

42809H 107

(CUSIP Number)

December 31, 2016

(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)

1. Names of reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas F. Brady

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC use only

4. Citizenship or place of organization

United States of America

Number of 5. Sole voting power

shares

beneficially 112,248 shares

owned by See Note 7

6. Shared voting power

each

reporting

8,822,785 shares

person

See Notes 2 and 8

with: 7. Sole dispositive power

112,248 shares

See Note 7

8. Shared dispositive power

18,901,822 shares

See Notes 1, 2 and 8.

9. Aggregate amount beneficially owned by each reporting person

19,014,070 shares

10. Check box if the aggregate amount in Row (9) excludes certain shares*

11. Percent of class represented by amount in Row (9)

6.01%

12. Type of reporting person*

IN

1. Names of reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Eugene W. Goodwillie

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC use only

4. Citizenship or place of organization

United States of America

Number of 5. Sole voting power

shares

beneficially 4,881 shares

owned by See Note 10

6. Shared voting power

each

reporting

8,817,802 shares

person

See Note 2.

with: 7. Sole dispositive power

4,881 shares

See Note 10.

8. Shared dispositive power

29,414,916 shares

See Notes 1, 2, 3, 4 and 6.

9. Aggregate amount beneficially owned by each reporting person

29,419,797 shares

10. Check box if the aggregate amount in Row (9) excludes certain shares*

11. Percent of class represented by amount in Row (9)

9.29%

12. Type of reporting person*

IN

1. Names of reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John B. Hess

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC use only

4. Citizenship or place of organization

United States of America

Number of 5. Sole voting power

shares

beneficially 27,299,612 shares

owned by See Notes 1, 3, 4, 5 and 6.

6. Shared voting power

each

reporting

8,883,352 shares

person

See Notes 2 and 9.

with: 7. Sole dispositive power

3,272,380 shares

See Notes 3 and 5.

8. Shared dispositive power

28,785,898 shares

See Notes 1, 2, 3, 4, 6 and 9.

9. Aggregate amount beneficially owned by each reporting person

36,182,964 shares

10. Check box if the aggregate amount in Row (9) excludes certain shares*

11. Percent of class represented by amount in Row (9)

11.38%

12. Type of reporting person*

IN

1. Names of reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas H. Kean

2. Check the appropriate box if a member of a group*

(a) (b)

3. SEC use only

4. Citizenship or place of organization

United States of America

5. Sole voting power

Number of 39,458 shares
6. Shared voting power
shares

beneficially 8,817,802 shares

owned by See Note 2
each 7. Sole dispositive power

reporting

person 39,458 shares
8. Shared dispositive power

with:

25,333,720 shares

See Notes 1, 2 and 4

9. Aggregate amount beneficially owned by each reporting person

25,373,178 shares

10. Check box if the aggregate amount in Row (9) excludes certain shares*

11. Percent of class represented by amount in Row (9)

8.02%

12. Type of reporting person*

IN

Notes to 13G

- Note 1. This amount includes 10,079,037 shares held by a charitable lead annuity trust established under the will of Leon Hess. John B. Hess has sole voting power of this stock held by this trust and shares dispositive power over such stock with the other filing persons who are some of the other trustees of this trust.
- Note 2. This amount includes 8,817,802 shares held by a limited partnership. Messrs. Hess, Brady, Goodwillie and Kean serve on the management committee of the general partner of this limited partnership and share, inter alia, voting and dispositive powers with respect to shares held by the limited partnership.
- Note 3. This amount includes 1,860,404 shares owned directly by Mr. Hess as to which he has sole voting and dispositive power. This amount also includes an aggregate of 2,371,878 shares held by Mr. Hess siblings or by trusts for the benefit of Mr. Hess siblings or their children, as to which Mr. Hess has sole voting power and as to 1,182,976 shares of which he shares dispositive power pursuant to a shareholders agreement among, inter alia, Mr. Hess and his siblings; 1,008,401 shares held by a trust for the benefit of Mr. Hess, of which he and Mr. Goodwillie are co-trustees and as to which Mr. Hess has sole voting power and Messrs. Hess and Goodwillie have shared dispositive power; 1,008,402 shares held by a trust for the benefit of Mr. Hess sibling, of which Mr. Hess has sole voting and shared dispositive power; 2,885,946 shares held by trusts as to which Mr. Hess has sole voting power and as to which Mr. Goodwillie has shared dispositive power; 49,838 shares of restricted stock held in escrow under the Issuer's incentive compensation plan as to which Mr. Hess has voting but not dispositive power; 1,105,685 shares underlying options to purchase common stock of the Issuer, as to which he has sole voting and dispositive power only upon exercise of such options; 28,753 shares held by a family liability company controlled by Mr. Hess, as to which Mr. Hess has sole voting and dispositive power; and 218,222 shares beneficially owned by Mr. Hess, which represents shares of common stock issuable upon conversion of the company's mandatory convertible preferred stock; as to which Mr. Hess will have sole voting and dispositive power upon conversion of such preferred stock.
- Note 4. This amount includes 6,436,881 shares held by the Hess Foundation, Inc. of which Messrs. Hess, Kean and Goodwillie are directors and as to which Mr. Hess has sole voting power and shares dispositive power with, inter alia, Messrs. Kean and Goodwillie.
- Note 5. Includes 59,316 shares vested in the name of John B. Hess under Issuer's Employees' Savings and Stock Bonus Plan. Mr. Hess has sole voting and dispositive power with respect to these shares.
- Note 6. This amount includes 121,383 shares held by three trusts of which Mr. Hess has sole voting power and shares dispositive power with Mr. Goodwillie; and 65,466 shares representing shares of common stock issuable upon conversion of the company's mandatory convertible preferred stock, as to which upon conversion Mr. Hess will have sole voting power and share dispositive power with Mr. Goodwillie.
- Note 7. This amount includes 112,248 shares held directly by Mr. Brady as to which he has sole voting and dispositive power.
- Note 8. This amount includes 4,983 shares held by a trust of which Mr. Brady is a co-trustee and as to which Mr. Brady shares voting and dispositive power.
- Note 9. This amount includes 65,550 shares held by three trusts of which Mr. Hess is a co-trustee and shares voting and dispositive power.
- Note 10. This amount includes 4,881 shares held by a trust of which Mr. Goodwillie has sole voting and dispositive power.

Item 1 (a). Name of Issuer:
Hess Corporation

Item 1 (b). Address of Issuer's Principal Executive Offices:
1185 Avenue of the Americas
New York, NY 10036

Item 2 (a). Name of Person Filing:
See respective cover pages.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

Nicholas F. Brady
Choptank Partners, Inc.
P.O. Box 1410
Easton, MD 21601
Eugene Goodwillie
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036

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

Thomas H. Kean
THK Consulting, LLC
49 Route 202

Far Hills, NJ 07931

Item 2 (c). Citizenship:
United States of America

Item 2 (d). Title of Class of Securities:
Common Stock

Item 2 (e). CUSIP Number:
42809H 107

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

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- (a) A broker or dealer registered under Section 15 of the Exchange Act.
- (b) A bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) An insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) An investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) A group, in accordance with Rule 13d-1(b)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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:

See respective cover pages.

(b) Percent of class:

See respective cover pages.

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

See respective cover pages.

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

See respective cover pages.

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

See respective cover pages.

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

See respective cover pages.

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

See respective cover pages.

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.

As indicated in the Notes above, some of the shares owned are held for the account of other persons who have the right to receive dividends and the proceeds of the sale of such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2017
(Date)

/s/ Nicholas F. Brady
Nicholas F. Brady

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2017
(Date)

/s/ Eugene W. Goodwillie
Eugene W. Goodwillie

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2017
(Date)

/s/ John B. Hess
John B. Hess

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned agrees that this statement is filed on behalf of each of them and certifies that the information set forth in this statement as to himself, and to his best knowledge as to each other filing person is true, complete and correct.

February 13, 2017
(Date)

/s/ Thomas H. Kean
Thomas H. Kean