

HESS CORP
Form FWP
June 19, 2014

Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-179744

HESS CORPORATION

Pricing Term Sheet dated June 19, 2014

| | |
|---------------------------|------------------------------|
| Issuer: | Hess Corporation |
| Trade Date: | June 19, 2014 |
| Expected Settlement Date: | June 24, 2014 (T+3) |
| Ratings (Moody's / S&P)*: | Baa2 / BBB (Stable / Stable) |

1.30% Notes due 2017

| | |
|-----------------------------------|--|
| Aggregate Principal Amount: | \$300,000,000 |
| Maturity: | June 15, 2017 |
| Interest Rate: | 1.30% per year (payable semi-annually) |
| Interest Payment Dates: | June 15 and December 15, beginning December 15, 2014 |
| Price to Public: | 99.881% of the principal amount 99.431% of the principal amount |
| Purchase Price to Underwriters: | |
| Benchmark Treasury: | 0.875% due June 15, 2017 |
| Spread to Benchmark Treasury: | +40 basis points |
| Benchmark Treasury Price / Yield: | 99-25 3/4 / 0.941% |
| Yield to Maturity: | 1.341% |
| Make-Whole Call: | T+7 basis points |
| Par Call: | None. |
| CUSIP / ISIN No.: | 42809HAE7 / US42809HAE71 |

3.50% Notes due 2024

| | |
|---------------------------------|--|
| Aggregate Principal Amount: | \$300,000,000 |
| Maturity: | July 15, 2024 |
| Interest Rate: | 3.50% per year (payable semi-annually) |
| Interest Payment Dates: | January 15 and July 15, beginning January 15, 2015 |
| Price to Public: | 99.327% of the principal amount 98.677% of the principal amount |
| Purchase Price to Underwriters: | |
| Benchmark Treasury: | 2.500% due May 15, 2024 |

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| | |
|-----------------------------------|---|
| Spread to Benchmark Treasury: | +95 basis points |
| Benchmark Treasury Price / Yield: | 98-28 / 2.630% |
| Yield to Maturity: | 3.580% |
| Make-Whole Call: | T+15 basis points (at any time before April 15, 2024) On or after April 15, 2024 |
| Par Call: | 42809HAF4 / US42809HAF47 |
| CUSIP / ISIN No.: | |
| Joint Book-Running Managers: | J.P. Morgan Securities LLC Morgan Stanley & Co. LLC RBS Securities Inc. BNP Paribas Securities Corp. Goldman, Sachs & Co. |

Senior Co-Managers:

Citigroup Global Markets Inc.

DNB Markets, Inc.

HSBC Securities (USA) Inc.

Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Scotia Capital (USA) Inc.

SMBC Nikko Securities America, Inc.

Co-Managers:

Wells Fargo Securities, LLC
Banca IMI S.p.A. (Intesa)

BBVA Securities Inc.

CIBC World Markets Corp.

Credit Agricole Securities (USA) Inc.

ING Financial Markets LLC

Mizuho Securities USA Inc.

SG Americas Securities, LLC

Standard Chartered Bank

*** Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at (212) 834-4533; Morgan Stanley & Co. LLC toll-free at (866) 718-1649, RBS Securities Inc. toll-free at (866) 884-2071, BNP Paribas Securities Corp. toll-free at (800) 854-5674 or Goldman, Sachs & Co. toll-free at (866) 471-2526.

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