

HESS CORP  
Form 8-K  
March 04, 2013

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): March 4, 2013 (March 1, 2013)

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

**DELAWARE**  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 1-1204**  
(Commission  
File Number)

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

**1185 Avenue of the Americas**  
**New York, New York 10036**

Edgar Filing: HESS CORP - Form 8-K  
(Address of Principal Executive Offices) (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; APPOINTMENT OF CERTAIN OFFICERS.

Effective as of March 1, 2013, upon the recommendation of the Corporate Governance and Nominating Committee of the Board of Directors (the "Board") of Hess Corporation (the "Company"), James H. Quigley was appointed to join the Board as an independent director to fill the vacancy created by F. Borden Walker's resignation from the Board. Mr. Walker will continue in his current position as a senior executive of the Company and submitted his director resignation letter on March 1, 2013, to be effective the same date. Mr. Walker's decision to resign as a director did not involve any disagreement with the Company, the Company's management or the Board. Mr. Walker was a member of the class of directors whose term expires at the 2014 annual meeting, and Mr. Quigley will hold office for the remainder of Mr. Walker's term through the 2014 annual meeting and until his successor shall have been elected and qualified.

---

**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: March 4, 2013

HESS CORPORATION

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