SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB	APP	ROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) Hess Midstream LP [HESM] HESS CORP X Director X 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify 06/29/2023 below) below) (Last) (First) (Middle) 1185 AVENUE OF THE AMERICAS 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person (Street) Form filed by More than One Reporting X NEW YORK 10036 NY Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, if any 6. Ownership Form: Direct (D) or Indirect 1. Title of Security (Instr. 3) 2. Transaction 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of 7. Nature of Transaction Indirect Securities Date Beneficial (Month/Dav/Year Beneficially Code (Instr. Ownership (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4) See Class B Shares 06/29/2023 **J**(1) 88,056,634 1,675,042 D \$0.00 I footnote⁽²⁾ See Class A Shares 449,000 T footnote⁽²⁾ Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 5. Number of 6. Date Exercisable and 7. Title and Amount 9. Number of 1. Title of 3A. Deemed 8. Price of 11. Nature Transaction Code (Instr. Execution Date, Ownership Conversion Derivative Date Derivative Expiration Date of Securities Derivative derivative of Indirect if any (Month/Day/Year) (Month/Dav/Year (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 3) or Exercise Securities Security (Instr. 5) Securities Form: Beneficial Acquired (A) or Disposed of (D) (Instr. 3, Price of Derivative Direct (D) or Indirect 8) Beneficially Ownership (Instr. 4) Owned Security Following (I) (Instr. 4) Reported Transaction(s) (Instr. 4) 4 and 5) Amount or Date Expiration Number of Code v (A) (D) Exercisable Date Title Shares Opco Class B Clas See (3) 06/29/2023 D 1,675,042 (3) (3) A 1,675,042 \$29.85 88,056,634 footnote⁽⁴⁾ Units Share 1. Name and Address of Reporting Person HESS CORP (Middle) (Last) (First) 1185 AVENUE OF THE AMERICAS (Street) **NEW YORK** NY 10036 (City) (State) (Zip) 1. Name and Address of Reporting Person' Hess Investments North Dakota LLC (Last) (First) (Middle) 1185 AVENUE OF THE AMERICAS (Street) NEW YORK NY 10036

Explanation of Responses:

(State)

(City)

1. Reflects the cancellation for no consideration of Class B Shares in connection with Hess Midstream Operations LP's repurchase of an aggregate 3,350,084 Opco Class B Units from Hess Investments North Dakota LLC ("HINDL") and GIP II Blue Holding, L.P. ("Blue Holding") and a subsequent cancellation of such Opco Class B Units.

2. Represents securities held by Hess Midstream GP LP. Hess Infrastructure Partners GP LLC is the sole member of Hess Midstream GP LLC, which is the general partner of Hess Midstream GP LP. Hess Infrastructure Partners GP LLC is a 50/50 joint venture between HINDL and Blue Holding. As such, each of the foregoing entities may be deemed to beneficially own the securities held of record by Hess Midstream GP LP. Each such entity disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

3. The Opco Class B Units may be converted at any time into Class A Shares on a one-to-one basis and have no expiration date.

(Zip)

4. Represents securities held by HINDL. HINDL is an indirect, wholly owned subsidiary of Hess Corporation, a publicly traded company listed on the New York Stock Exchange. As a result, Hess Corporation may be deemed to beneficially own the securities held of record by HINDL and Hess Midstream GP LP. Hess Corporation disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Hess Corporation by: /s/ John P.Rielly, Executive Vice06/30/2023President and Chief Financial06/30/2023Officer1Hess Investments North Dakota06/30/2023LLC by: /s/ Jonathan C. Stein,06/30/2023Vice President1** Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.