HollyFrontier Corp
Form DEF 14A
March 27, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF

THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

þ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

HOLLYFRONTIER CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

NOTICE OF 2014

ANNUAL MEETING

AND PROXY STATEMENT

March 27, 2014

Dear Stockholder:

You are invited to attend the annual meeting of stockholders of HollyFrontier Corporation. The meeting will be held as shown below.

8:30 a.m., Mountain Daylight Time, Wednesday, May 14, 2014

Hotel Artesia

203 North 2nd Street, Champions Meeting Room

Artesia, New Mexico 88210

Election of 9 directors to hold office until the 2015 annual meeting of stockholders;

Approval, on an advisory basis, of the compensation of the Company s named executive officers;

Ratification of the appointment of Ernst & Young LLP as the Company s registered public accounting firm for the 2014 fiscal year; and

Stockholder proposal included in the proxy statement.

Stockholders of record at the close of business on March 17, 2014 are entitled to receive notice of and the right to vote at the Annual Meeting.

Information about the meeting is presented in the following proxy statement. Please read the enclosed information and our 2013 Annual Report carefully before voting your proxy.

It is important that your shares be voted at the meeting. Whether or not you plan to attend the meeting, please sign, date and return the proxy card (if you have requested a paper copy of the proxy materials) or vote using the internet or telephone voting procedures described on the Notice of Internet Availability.

Thank you for your continued support of the Company. We look forward to seeing you at the Annual Meeting.

Michael C. Jennings
Chairman of the Board, Chief Executive Officer and President

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 14, 2014. We have elected to take advantage of the U.S. Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders on the internet. These rules allow us to provide information our stockholders need while lowering the costs of delivery and reducing the environmental impact of our annual meeting. **The Company s Notice of Annual Meeting, Proxy Statement and 2013 Annual Report to stockholders are available on the internet at www.proxyvote.com.**

TABLE OF CONTENTS

Table of Contents

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not include all of the information you should consider, and we invite you to read the entire proxy statement and our 2013 Annual Report carefully before voting.

ANNUAL MEETING OF STOCKHOLDERS

Date:	Wednesday, May 14, 2014
Time:	8:30 a.m., Mountain Daylight Time
Place:	Hotel Artesia 203 North 2nd Street, Champions Meeting Room Artesia, New Mexico 88210
Record Date:	March 17, 2014
Voting:	Stockholders of record at the close of business on March 17, 2014 are entitled to receive notice of and the right to vote at the Annual Meeting.
How to Vote:	If you are a stockholder of record, you may vote in person at the Annual Meeting or by proxy using any of the following methods:

By Internet	**By Telephone**	**By Mail**
Visit the website (www.proxyvote.com)	Call toll-free 1-800-690-6903 within the U.S. or Canada	Complete, sign and date the proxy card and return the proxy card in the prepaid envelope

AGENDA AND VOTING RECOMMENDATIONS

Proposal	Voting Standard	Effect of Broker Non-Votes and Abstentions	Board s Recommendation	Page
Elect 9 directors to hold office until the Company s 2015 annual meeting of stockholders	Affirmative vote of a majority of the votes cast on the matter	Abstentions and broker non-votes are not considered votes cast and will have no effect	**FOR** all nominees	12
Approve, on an advisory basis, the compensation of the Company s named executive officers	Affirmative vote of a majority of the votes cast on the matter	Abstentions and broker non-votes are not considered votes cast and will have no effect	**FOR**	29
Ratify the appointment of Ernst & Young LLP as the Company s registered public accounting firm for 2014	Affirmative vote of a majority of the votes cast on the matter	Abstentions are not considered votes cast and will have no effect	**FOR**	78
Stockholder proposal	Affirmative vote of a majority of the votes cast on the matter	Abstentions are not considered votes cast and will have no effect	**AGAINST**	81

[Table of Contents](#)

BOARD NOMINEES

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships AC	CC*	NCGC*	EHSPC	EC*	Other Public Company Boards
Douglas Y. Bech	68	2011	Chairman and CEO of Raintree Resorts International	PD		C	ü		ü	¡ j2 Global, Inc. ¡ PMC Commercial Trust
Leldon E. Echols	58	2009	Investor	ü	C,F	ü				¡ Trinity Industries, Inc. ¡ EnLink Midstream GP, LLC ¡ EnLink Midstream Manager, LLC
R. Kevin Hardage	52	2011	CEO of Turtle Creek Trust Company, Co-founder, President and Portfolio Manager of Turtle Creek Management, LLC and a non-controlling manager and member of TCTC Holdings, LLC	ü				ü		
Michael C. Jennings	48	2011	Chairman of the Board, CEO and President						C	¡ ION Geophysical Corporation ¡ Holly Logistic Services, L.L.C. (general partner of the general partner of Holly Energy Partners, L.P.)
Robert J. Kostelnik	62	2011	Principal at Glenrock Recovery Partners, LLC	ü				C		¡ Methanex Corporation
James H. Lee	65	2011	Managing General Partner and Principal Owner of Lee, Hite & Wisda Ltd.	ü	ü		ü			¡ Forest Oil Corporation
Franklin Myers	61	2011	Investor	ü		ü	ü			¡ Forum Energy Technologies, Inc. ¡ ION Geophysical Corporation ¡ Comfort Systems USA, Inc.
Michael E. Rose	67	2011	Investor	ü	F			ü		
Tommy A. Valenta	67	2010	Retired	ü	ü			ü		
				2013 Meetings	8	5	4	4	2	

AC	Audit Committee	EC	Executive Committee
CC	Compensation Committee	C	Chairman
NCGC	Nominating/Corporate Governance Committee	F	Financial Expert
EHSPC	Environmental, Health, Safety, and Public Policy Committee	PD	Independent Presiding Director

*Robert G. McKenzie and Buford P. Berry, both of whom are independent and both of whom currently serve on the Compensation Committee and the Nominating/Corporate Governance Committee, are not standing for reelection at the 2014 Annual Meeting. Mr. McKenzie currently also serves on the Executive Committee and as the Chairman of the Nominating/Corporate Governance Committee.

GOVERNANCE HIGHLIGHTS

- 8 of our 9 directors standing for reelection at the 2014 Annual Meeting are independent
- Independent presiding director with authority and responsibility over Board governance and operations
- All of our directors stand for reelection annually
- Board involvement in CEO succession planning and risk management
- All of our directors attended at least 75% of the meetings of the Board and Committees on which they serve during 2013
- Regular quarterly meetings of independent directors
- Majority voting and director resignation policy in uncontested elections
- Company policy prohibits hedging and pledging of Company stock
- Director stock ownership guidelines
- All of our then-serving directors attended the 2013 Annual Meeting
- Mandatory retirement age of 75 for our directors

Table of Contents

NAMED EXECUTIVE OFFICERS

For 2013, our named executive officers were as follows:

Name	Position
Michael C. Jennings	Chief Executive Officer and President
Douglas S. Aron	Executive Vice President and Chief Financial Officer
David L. Lamp (1)	Executive Vice President and Chief Operating Officer
George J. Damiris	Senior Vice President, Supply and Marketing
James M. Stump	Senior Vice President, Refinery Operations

(1) Mr. Lamp resigned as Executive Vice President and Chief Operating Officer effective February 28, 2014.

2013 BUSINESS HIGHLIGHTS

The following are key highlights of our achievements in 2013:

- Earnings per share of $3.64
- Return on equity of 11.9%
- Annual share price appreciation of 7%
- Total annual shareholder return (including cash dividends) of 14%
- Delivered three- and five-year total annualized shareholder return (including cash dividends) of 181% and 536%, respectively
- Declared four special dividends and increased our regular dividends by 50%

EXECUTIVE COMPENSATION PROGRAM

Vesting of 50% of the equity awards awarded to our executive officers each year is based on our performance as compared to that of our peers over a period of time	Minimal perquisites for our executive officers
A majority of the annual bonus paid to our executive officers is based on our financial performance as compared to that of our industry peers	Company policy prohibits hedging and pledging of Company stock
None of our executive officers have employment agreements	Executive officers are subject to significant stock retention requirements
Double-trigger change in control provisions	No tax reimbursement provisions in the change in control agreements with our executive officers
Annual advisory vote on executive compensation	

5

Table of Contents

COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM DURING 2013

The components of the compensation program for our executive officers during 2013 were:

Type	Component	Description	Role in Total Compensation
Cash	Salary	Competitive fixed cash compensation based on individual s position, level of responsibility and performance	A core element of competitive total compensation, important in attracting and retaining key executives
	Annual Incentive Cash Compensation	Variable cash payouts based on achievement of quantitative and qualitative criteria over a 12 month period	Motivates executive officers to achieve annual strategic, operational and financial goals Recognizes individual and performance-based contributions to annual results Supplements base salary to help attract and retain qualified executives
Equity	Restricted Stock	Vest in equal installments over a three year period, subject to continued employment	Aligns executives with sustained long-term value creation and stockholder interests
	Performance Share Units	Three year performance period with specified, measurable and objective performance measures	Creates opportunity for a meaningful and sustained ownership stake
Benefits	401(k) Defined Contribution and Health and Welfare Benefit Plans	Executives are eligible to participate in the same benefit plans provided to other employees	Contributes toward financial security for various life events (e.g., retirement, disability or death)
	Deferred Compensation Plan	Allows participants to defer compensation in excess of qualified plan limits	Provides mechanism for additional retirement savings
	Retirement Plan and Restoration Plan	Frozen pension plans providing defined retirement benefits to participants	Retirement Plan liquidated as of June 2013 Participants provided with transition benefit payments for 2012-2014
Post-Termination Compensation	Severance and Change-in-Control Benefits	Provide benefits only in the event of a qualifying termination of employment following a change in control transaction	Helps mitigate possible disincentives to pursue value-added merger or acquisition transactions if employment prospects are uncertain Provides assistance with transition if post-transaction employment is not offered
Other	Perquisites	Personal use of company aircraft and reimbursement of club dues (for Messrs. Jennings, Aron and Lamp) Reimbursement for expenses related to security training, consulting or technology Reserved parking space	It is the Compensation Committee s policy that perquisites be limited and also serve a business, convenience or security purpose for the Company

Table of Contents

2013 SUMMARY COMPENSATION TABLE

Name and Principal Position	Salary	Bonus	Stock Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Michael C. Jennings Chief Executive Officer and President	$ 990,000		$ 6,690,127	$ 2,364,204		$ 339,444	$ 10,383,775
Douglas S. Aron Executive Vice President and Chief Financial Officer	$ 530,000	$ 25,000	$ 1,784,155	$ 769,136		$ 165,961	$ 3,274,252
David L. Lamp Executive Vice President and Chief Operating Officer	$ 700,000		$ 2,453,289	$ 1,194,800		$ 593,147	$ 4,941,236
George J. Damiris Senior Vice President, Supply and Marketing	$ 435,000	$ 115,000	$ 836,266	$ 369,054		$ 94,245	$ 1,849,565
James M. Stump Senior Vice President, Refinery Operations	$ 390,000	$ 64,000	$ 724,946	$ 303,303		$ 105,974	$ 1,588,223

For more information on total compensation as calculated under the U.S. Securities and Exchange Commission (the SEC) rules, see the Summary Compensation Table on page 51.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP, an independent registered public accounting firm, to be the Company s auditor for fiscal year 2014.

Fees paid to Ernst & Young for services provided during 2013:

		2013
Audit Fees	$	1,978,979
Audit-Related Fees		0
Tax Fees		712,391
All Other Fees		0
Total	$	2,691,370

For additional information, see page 79.

Table of Contents

HOLLYFRONTIER CORPORATION

2828 North Harwood

Suite 1300

Dallas, Texas 75201

PROXY STATEMENT

FOR

ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 14, 2014

GENERAL INFORMATION

Purpose, Place, Date and Time

This proxy statement provides information in connection with the solicitation of proxies by the Board of Directors (the Board) of the HollyFrontier Corporation (the Company, we, our or us) for use at the Company s 2014 Annual Meeting of Stockholders or any postponement adjournment thereof (the Annual Meeting). The Annual Meeting will be held on May 14, 2014, at 8:30 a.m., Mountain Daylight Time, at Hotel Artesia, 203 North 2nd Street, Champions Meeting Room, Artesia, New Mexico 88210. This proxy statement and the enclosed proxy card are being first made available to stockholders on or about March 27, 2014. All stockholders are invited to attend the Annual Meeting.

Internet Availability of Proxy Materials

The Company will continue to take advantage of the Notice and Access rules adopted by the U.S. Securities and Exchange Commission (the SEC), which allow public companies to deliver a Notice of Internet Availability of Proxy Materials (Notice of Internet Availability) and provide internet access to the proxy materials and annual report to their stockholders. The use of Notice and Access generates significant cost savings for the Company.

In lieu of paper copies of the proxy statement and other materials, most of our stockholders will receive a Notice of Internet Availability containing instructions on how to access the proxy materials and annual report and vote online. Please follow the instructions on the Notice of Internet Availability for requesting paper or e-mail copies of our proxy materials and annual report. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions with links to the proxy materials, annual report and to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you instruct us otherwise. Choosing to receive your future proxy materials by e-mail will save the Company the cost of printing and mailing documents to you.

Voting Rights and Proxy Information

Who is entitled to vote?

Stockholders of record at the close of business on March 17, 2014 (the Record Date) are entitled to receive notice of and the right to vote at the Annual Meeting. As of the close of business on the Record Date, there were 198,975,835 shares of common stock outstanding and entitled to be voted at the Annual Meeting. Each outstanding share of common stock is entitled to one vote.

Table of Contents

If your shares are registered in your name with Wells Fargo Shareowner Services, the Company s transfer agent, you are considered the stockholder of record of those shares. If your shares are held in an account with a broker, bank or other nominee, you are considered the beneficial owner or holder in street name of those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares.

What am I voting on, and how does the Board recommend that I vote?

Proposal	Board Recommendation
1. Elect 9 directors to hold office until the Company s 2015 annual meeting of stockholders	FOR
2. Approve, on an advisory basis, the compensation of the Company s named executive officers	FOR
3. Ratify the appointment of Ernst & Young LLP as the Company s registered public accounting firm for 2014	FOR
4. Stockholder proposal	AGAINST

How do I vote if I am a stockholder of record?

If you are a stockholder of record, you may vote in person at the Annual Meeting or by proxy using any of the following methods:

Internet visit the website shown on the Notice of Internet Availability (www.proxyvote.com) and follow the instructions at that website at any time prior to 11:59 p.m., Eastern Daylight Time, on May 13, 2014;

Telephone within the U.S. or Canada, call toll-free 1-800-690-6903 and follow the instructions at any time prior to 11:59 p.m., Eastern Daylight Time, on May 13, 2014; or

Mail if you have requested a paper copy of the proxy materials, complete, sign and date the proxy card and return the proxy card in the prepaid envelope. Your proxy card must be received by the Company before the voting polls close at the Annual Meeting.

If you vote by internet or telephone, do not return your proxy card. Submitting your proxy by internet or telephone will not affect your right to vote in person should you decide to attend the Annual Meeting. The telephone and internet voting procedures are designed to authenticate stockholders identities, to allow stockholders to give their voting instructions and to confirm that stockholders instructions have been recorded properly.

Table of Contents

How do I vote if I hold my shares in street name?

If you hold your shares in street name, you will receive instructions from your broker, bank or other nominee describing how to vote your shares. In addition, you may be eligible to vote by internet or telephone if your broker, bank or other nominee participates in the proxy voting program provided by Broadridge. If your bank, brokerage firm or other nominee is participating in Broadridge s program, your voting form will provide instructions. Beneficial owners voting by telephone or internet are subject to the same deadlines as described above for holders of record.

What can I do if I change my mind after I submit my proxy?

If you are a stockholder of record, you can revoke your proxy prior to the completion of voting at the Annual Meeting by:

delivering an executed, later-dated proxy that is received by the Secretary of the Company before the voting polls close at the Annual Meeting;

resubmitting your proxy by internet or telephone at any time prior to 11:59 p.m., Eastern Daylight Time, on May 13, 2014;

delivering a written notice of revocation of the proxy that is received by the Secretary of the Company before the voting polls close at the Annual Meeting; or

voting in person at the Annual Meeting.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy from your broker, bank or other nominee.

What happens if I do not give specific voting instructions?

All properly executed proxies, unless revoked as described above, will be voted at the Annual Meeting in accordance with your instructions on your proxy. If a properly executed proxy gives no specific instructions, your shares will be voted in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

If you are a beneficial owner of shares and do not provide your broker, bank or other nominee with specific voting instructions, the rules of the New York Stock Exchange require that these institutions only vote on matters for which they have discretionary power to vote. If your broker, bank or other nominee does not receive instructions from you on how to vote your shares and they do not have discretion to vote on the matter, then the broker, bank or other nominee will inform the inspector of election that it does not have the authority to vote on the matter with respect to your shares, resulting in a broker non-vote.

Your broker, bank or other nominee is not permitted to vote on your behalf in the election of directors (Proposal 1) or the advisory vote on the compensation of the Company s named executive officers (Proposal 2), unless you provide specific instructions to them. Accordingly, if you do not provide timely voting instructions to your broker, bank or other nominee that holds your shares, that institution will be prohibited from voting on all of the proposals in its discretion, except the ratification of the appointment of the independent public accounting firm (Proposal 3) and the stockholder proposal (Proposal 4).

How many votes must be present to hold the meeting?

A quorum is necessary for conducting a valid meeting. Holders of a majority of the outstanding shares of our common stock must be present, in person or by proxy, to constitute a quorum at the Annual Meeting. Abstentions (shares of the Company s common stock for which proxies have been received but for which the holders have abstained from voting) will be counted as present and entitled to vote for purposes of determining a quorum.

What are the voting requirements for each of the matters to be voted on at the Annual Meeting?

Proposal	Vote Necessary to Approve Proposal	Broker Discretionary Voting Allowed?	Treatment of Abstentions and Broker Non-Votes
No. 1 Election of Directors	Affirmative vote of a majority of the votes cast on the matter	No	Abstentions and broker non-votes are not considered votes cast and will have no effect
No. 2 Advisory Vote on Executive Compensation	Affirmative vote of a majority of the votes cast on the matter	No	Abstentions and broker non-votes are not considered votes cast and will have no effect
No. 3 Ratification of the Appointment of Ernst & Young LLP	Affirmative vote of a majority of the votes cast on the matter	Yes	Abstentions are not considered votes cast and will have no effect
No. 4 Stockholder proposal	Affirmative vote of a majority of the votes cast on the matter	Yes	Abstentions are not considered votes cast and will have no effect

How are proxies being solicited and who pays the solicitation expenses?

Proxies are being solicited by the Board on behalf of the Company. All expenses of the solicitation, including the cost of preparing and mailing this proxy statement, will be borne by the Company. The Company has retained Georgeson Inc. to assist in the solicitation of proxies for the Annual Meeting. For these services, the Company will pay Georgeson $21,000 and will reimburse Georgeson for reasonable out-of-pocket expenses. Additionally, proxies may be solicited by our officers, directors and employees personally or by telephone, e-mail or other forms of communication. The Company may also request banks, brokerage firms, custodians, nominees and fiduciaries to forward proxy materials to beneficial owners of the Company s common stock. The costs of the solicitation, including reimbursements of any forwarding expenses, will be paid by the Company.

Table of Contents

ELECTION OF DIRECTORS (PROPOSAL 1)

Currently, the Board consists of 11 directors. Each of the Company s directors stands for election each year at the annual meeting. In accordance with our director retirement policy, Mr. Buford P. Berry and Mr. Robert G. McKenzie will not stand for reelection at the 2014 Annual Meeting.

Each director nominee identified below is an incumbent director whose nomination to serve on the Board was recommended by the Nominating/Corporate Governance Committee and approved by the Board. The director nominees, if elected, will serve until the 2015 annual meeting of stockholders, or until their earlier resignation or removal. Each director nominee has indicated a willingness to serve if elected. In connection with Mr. Berry and Mr. McKenzie not standing for reelection, we will decrease the size of the Board from 11 to 9 directors.

Required Vote and Recommendation

The election of directors requires the approval of a majority of the votes cast for each director.

Michael C. Jennings	Director since 2011; age 48.
Principal Occupation:	Chairman of the Board, Chief Executive Officer and President of the Company and Chief Executive Officer of Holly Logistic Services, L.L.C.
Business Experience:	Mr. Jennings has served as Chairman of the Board since January 2013 and as Chief Executive Officer and President since the merger of Holly Corporation (Holly) and Frontier Oil Corporation (Frontier) in July 2011. Mr. Jennings has served as the Chief Executive Officer of Holly Logistic Services, L.L.C. (HLS) since January 2014. Mr. Jennings served as President and Chief Executive Officer of Frontier from 2009 until the merger of Holly and Frontier in July 2011. He served as Executive Vice President and Chief Financial Officer of Frontier from 2005 until 2009.
Additional Directorships:	Mr. Jennings served as Chairman of the board of directors of Frontier from 2010 until the merger in July 2011 and served as a director of Frontier from 2008 to July 2011. He currently serves as a director of ION Geophysical Corporation and HLS, the general partner of the general partner of Holly Energy Partners, L.P. (HEP).
Qualifications:	Mr. Jennings brings to the Board extensive industry experience, familiarity with the day-to-day operations of the Company and provides a significant resource for the Board and facilitates communication between management and the Board.

Table of Contents

Douglas Y. Bech	Director since 2011; age 68.
Principal Occupation:	Chairman and Chief Executive Officer of Raintree Resorts International.
Business Experience:	Mr. Bech has served as the Chairman and Chief Executive Officer of Raintree Resorts, or its predecessors, since 1997. Raintree Resorts is engaged in resort development, vacation ownership sales and resort management. In 2003, Teton Club LLC, a real estate developer of a private residence club in Wyoming owned by an affiliate of Raintree Resorts, filed for protection under Chapter 11 of the U.S. Bankruptcy Code and Teton Club was successfully reorganized in 2004. From 1970 through 1997, Mr. Bech served in various capacities, including as a partner, of several large international law firms practicing in the area of corporate finance and securities transactions.
Additional Directorships:	Mr. Bech served as a director of Frontier from 1993 until the merger in July 2011. Mr. Bech has served as a director of j2 Global, Inc. since 2000 and of eFax.com from 1988 until it was acquired by j2 Global, Inc. in 2000. Mr. Bech has served as a trust manager of PMC Commercial Trust since March 2014.
Qualifications:	Mr. Bech s current experience as a chief executive officer as well as his previous experience as a securities and corporate finance attorney provide him with valuable insight into corporate finance and governance, including matters regarding compensation and retention of management and key employees.
Leldon E. Echols	Director since 2009; age 58.
Principal Occupation:	Investor.
Business Experience:	Mr. Echols has been an investor since 2006. Before becoming an investor, Mr. Echols served as Executive Vice President and Chief Financial Officer of Centex Corporation from 2000 until 2006. Before joining Centex, Mr. Echols held various positions, including managing partner, at Arthur Andersen LLP from 1978 until 2000.
Additional Directorships:	Mr. Echols currently is a member of the boards of directors of Trinity Industries, Inc., EnLink Midstream GP, LLC, the general partner of EnLink Midstream Partners, LP (formerly known as Crosstex Energy, L.P.), and EnLink Midstream Manager, LLC, the managing member of EnLink Midstream, LLC. Prior to the closing of the business combination among Devon Energy Corporation, Crosstex Energy, Inc. and Crosstex Energy, L.P. in March 2014, Mr. Echols served on the boards of directors of Crosstex Energy, L.P. and Crosstex Energy, Inc.
Qualifications:	Mr. Echols brings to the Board executive management and board experience with other public companies. Mr. Echols has extensive financial and management experience as well as financial reporting expertise and a level of financial sophistication that qualifies him as an audit committee financial expert. In addition, Mr. Echols prior and current service on audit committees of other public companies gives him a range of experiences and skills which allow him to effectively lead the Audit Committee.

Table of Contents

R. Kevin Hardage	Director since 2011; age 52.
Principal Occupation:	Chief Executive Officer of Turtle Creek Trust Company, Co-founder, President and Portfolio Manager of Turtle Creek Management, LLC and a non-controlling manager and member of TCTC Holdings, LLC.
Business Experience:	Mr. Hardage has served as Chief Executive Officer of Turtle Creek Trust Company, a private trust and investment management firm, since 2009 and has served as President and Portfolio Manager of Turtle Creek Management, a registered investment advisory firm, since 2006. In addition, Mr. Hardage serves as a non-controlling manager and member of TCTC Holdings, LLC, a bank holding company that is a banking, securities and investment management firm.
Qualifications:	Mr. Hardage brings to the Board executive and general management experience as well as significant financial expertise.
Robert J. Kostelnik	Director since 2011; age 62.
Principal Occupation:	Principal at Glenrock Recovery Partners, LLC
Business Experience:	Mr. Kostelnik has served as a principal of Glenrock Recovery Partners since January 2012. Glenrock Recovery Partners assists energy, pipeline, and terminal companies with maximizing the value of non-fungible liquid hydrocarbons. Mr. Kostelnik served as the President and Chief Executive Officer of Cinatra Clean Technologies, Inc. from 2008 thru 2011. Cinatra provides tank cleaning systems to refining pipelines and terminals. Prior to 2008, Mr. Kostelnik served in a number of senior positions during his 16 years with CITGO Petroleum Corporation, most recently serving as Vice President of Refining until his retirement in 2007. CITGO is engaged in the refining and marketing of petro-chemical products.
Additional Directorships:	Mr. Kostelnik served as a director of Frontier from 2010 until the merger in July 2011. He currently serves on the board of directors of Methanex Corporation.
Qualifications:	Mr. Kostelnik brings to the Board significant experience and insight into the Company s industry through his extensive experience in the refining industry.
James H. Lee	Director since 2011; age 65.
Principal Occupation:	Managing General Partner and Principal Owner of Lee, Hite & Wisda Ltd.
Business Experience:	Mr. Lee has served as the Managing General Partner of Lee, Hite & Wisda Ltd., an oil and gas consulting and exploration firm, since founding the firm in 1984.
Additional Directorships:	Mr. Lee served as a director of Frontier from 2000 until the merger in July 2011. He has served as a director of Forest Oil Corporation since 1991.
Qualifications:	Mr. Lee brings to the Board his extensive experience as a consultant and investor in the oil and gas industry, which provides him with significant insights into relevant industry issues.

Table of Contents

Franklin Myers	Director since 2011; age 61.
Principal Occupation:	Investor.
Business Experience:	Mr. Myers has been an investor since 2009. In addition, Mr. Myers serves as a senior advisor of Quantum Energy Partners, a private equity firm, since February 2013. Mr. Myers served as an operating advisor to Paine & Partners, LLC, a private equity firm, from 2009 through 2012 and as Senior Advisor to Cameron International Corporation, a publicly traded provider of flow equipment products, from 2008 until 2009. He served Cameron in various other capacities, including as Senior Vice President and Chief Financial Officer from 2003 through 2008, President of Cameron s compression business from 1998 through 2001 and Senior Vice President and General Counsel from 1995 through 1999. In addition, Mr. Myers served as Senior Vice President and General Counsel of Baker Hughes Incorporated from 1988 through 1995 and as an associate and then a partner at Fulbright & Jaworski from 1978 through 1988.
Additional Directorships:	Mr. Myers served as a director of Frontier from 2009 until the merger in July 2011. He currently serves as a director of Forum Energy Technologies, Inc., ION Geophysical Corporation and Comfort Systems USA, Inc.
Qualifications:	Mr. Myers experience in senior finance and legal positions at publicly traded energy companies provides him with significant insight into operations, management and finance. In addition, Mr. Myers brings to the Board a broad range of experiences and skills as a result of his service as a director of other public and private companies.
Michael E. Rose	Director since 2011; age 67.
Principal Occupation:	Investor.
Business Experience:	Prior to his retirement in 2004, Mr. Rose served in a number of senior positions during his 24 years with Anadarko Petroleum Corporation, most recently serving as Executive Vice President Finance and Chief Financial Officer of Anadarko from 2000 until his retirement.
Additional Directorships:	Mr. Rose served as a director of Frontier from 2005 until the merger in July 2011.
Qualifications:	Mr. Rose brings to the Board significant financial and investment experience with oil and gas companies. He also qualifies as an audit committee financial expert.
Tommy A. Valenta	Director since 2010; age 65.
Principal Occupation:	Retired.
Business Experience:	Mr. Valenta served as the President and Chief Executive Officer of Chaparral Steel Company from 2005 until 2007, when he retired. Prior to joining Chaparral Steel, Mr. Valenta was with Texas Industries, Inc. for 37 years where he held various positions, including Executive Vice-President and Chief Operating Officer Steel.
Qualifications:	Mr. Valenta brings to the Board executive and general management experience and teambuilding leadership experience at a public company.

None of our directors reported any litigation for the period from 2004-2014 that is required to be reported in this Proxy Statement.

Table of Contents

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board and senior management believe that one of their primary responsibilities is to promote a corporate culture of accountability, responsibility and ethical conduct throughout the Company. The Company is committed to maintaining the highest standard of business conduct and corporate governance, which we believe is essential to operating our business efficiently, maintaining our integrity in the marketplace and serving our stockholders.

Consistent with these principles, the Company has adopted a Code of Business Conduct and Ethics and Corporate Governance Guidelines. These documents, together with our certificate of incorporation, by-laws and Board committee charters, form the framework for our governance. All of these documents are publicly available on our website at *www.hollyfrontier.com.* Copies of these documents may also be obtained free of charge upon written request to HollyFrontier Corporation, 2828 North Harwood, Suite 1300, Dallas, Texas 75201, Attention: Vice President, Investor Relations.

Board Leadership Structure

In accordance with our Corporate Governance Guidelines, our Board is responsible for selecting the Board leadership structure that is in the best interests of the Company. Our Board, at this time, has determined that a leadership structure consisting of a combined role of Chief Executive Officer and Chairman of the Board, together with a strong lead independent director, is appropriate for our Company. As Mr. Jennings bears the primary responsibility for managing our day-to-day business, the combination of the role of Chief Executive Officer and Chairman of the Board ensures that key business issues and stockholder interests are brought to the attention of our Board. In addition, as a result of his role as the Chief Executive Officer of the Company, Mr. Jennings has Company-specific experience that can benefit his role as Chairman of the Board in identifying strategic priorities, leading discussion and execution of strategy, and facilitating the flow of information between management and the Board.

In order to give a significant voice to our non-management directors and to reinforce effective, independent leadership on the Board, and in recognition of his demonstrated leadership skills, the Board has appointed Mr. Bech as lead director. The lead director s responsibilities are set forth in the Company s Corporate Governance Guidelines and include:

- presiding over executive sessions of the Board s independent directors and at all meetings of the Board at which the Chairman of the Board is not present;
- communicating matters discussed at the executive session to the Chairman of the Board and the Chief Executive Officer, as appropriate;
- calling meetings of independent directors if desirable or necessary;
- serving as a liaison between the Chairman of the Board, the Chief Executive Officer and the independent directors;
- advising and consulting with the Chairman of the Board, the Chief Executive Officer and the chairperson of each committee regarding Board and committee meetings, as necessary, desirable or appropriate;

Table of Contents

- maintaining regular contact with the Chairman of the Board and Chief Executive Officer to provide access for any issue that may arise and assist in communication, if appropriate, and to ensure that there is a steady, relevant, meaningful and effective information flow from management to the Board;

- approving in advance, in consultation with the Chairman of the Board and Chief Executive Officer, agendas, schedules and related information for all meetings of the Board; and

- advising and consulting with the Chairman of the Board and Chief Executive Officer as to the quality, quantity and timeliness of the information submitted by the Company s management to, and other communications with, the independent directors.

The Board has established a policy that its non-management directors meet in executive session, without members of management present. If the lead director is unable to attend a meeting of the non-management directors, then the non-management directors will designate an independent director to preside at the meeting.

We believe that the foregoing structure, policies and practices, when combined with the Company s other governance policies and procedures, provide appropriate opportunities for oversight, discussion and evaluation of decisions and direction from the Board, and are in the best interest of our stockholders.

Board Oversight of Risk Management

The Board oversees management of risk. The Board regularly reviews information regarding the Company s business and operations, including the key operational and/or financial risks. As described below, consistent with SEC regulations and NYSE requirements, the Board committees are also engaged in overseeing risk associated with the Company.

- The Audit Committee oversees management of exposure to financial risks and monitors and evaluates the effectiveness of the Company s risk management and risk assessment guidelines and policies.

- The Compensation Committee oversees the management of risks relating to the Company s executive compensation plans and incentive structure.

- The Nominating/Corporate Governance Committee oversees the Company s ethics and compliance programs.

- The Environmental, Health, Safety, and Public Policy Committee oversees the management of risks associated with the environment, health, safety and public policy.

While each committee is responsible for evaluating certain risks and overseeing the management of those risks, the full Board is ultimately responsible for overseeing the Company s risk exposures and management thereof, and the Board is regularly informed on these matters through committee and senior management presentations.

The Board also receives input from the Company s Risk Management Oversight Committee on management s views of the risks facing the Company. This committee is made up of management personnel and monitors the risk environment for the Company as a whole. This committee also supports the efforts of the Board and the Board committees to monitor and evaluate guidelines and policies governing the Company s risk assessment and management.

Table of Contents

Director Independence

Board of Directors. NYSE listing requirements and our Corporate Governance Guidelines require that at least a majority of the Board meet the NYSE criteria for independence. The Board has determined that each of its non-management directors, Messrs. Bech, Berry, Echols, Hardage, Kostelnik, Lee, McKenzie, Myers, Rose and Valenta, is independent under the NYSE independence standards. Mr. Jennings is deemed not to be independent because he is an employee of the Company.

Audit Committee. The Board has determined each member of the Audit Committee is independent as defined by the NYSE listing standards and Rule 10A-3 of the Securities Exchange Act of 1934 (the Exchange Act). The Board has also determined that Mr. Echols service as a member of the audit committees of Trinity Industries, Inc., EnLink Midstream GP, LLC (since March 2014) and EnLink Midstream Manager, LLC (since March 2014) does not impair his ability to effectively serve on the Audit Committee of the Company. The Board previously determined that Mr. Echols service as a member of the audit committees of Crosstex Energy. L.P. and Crosstex Energy, Inc. (both prior to March 2014) did not impair his ability to effectively serve on the Audit Committee of the Company.

Compensation Committee. The Board has determined each member of the Compensation Committee is independent as defined by the NYSE listing standards. For each member of the Compensation Committee, the Board considered all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director s ability to be independent from management in connection with the duties of a Compensation Committee member, including the sources of such director s compensation, such as any consulting, advisory or other compensatory fees paid by the Company, and whether the director has an affiliate relationship with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Nominating/Corporate Governance Committee. The Board has determined each member of the Nominating/Corporate Governance Committee is independent as defined by the NYSE listing standards.

Environmental, Health, Safety, and Public Policy Committee. The Board has determined each member of the Environmental, Health, Safety, and Public Policy Committee is independent as defined by the NYSE listing standards.

Independence Determination. In making its independence determinations, the Board considered certain transactions, relationships and arrangements. In determining Mr. Hardage s independence, the Board considered that Mr. Hardage is a non-controlling manager and member of TCTC Holdings, LLC (which may be deemed to beneficially own 7.19% of the Company s common stock) and holds various other positions with TCTC s subsidiaries. The Board has determined that this relationship does not impair the independence of Mr. Hardage.

Director Nominations

Qualifications

In considering nominees for election as director, the Nominating/Corporate Governance Committee considers a number of factors, with an objective of having a board with diverse backgrounds and experiences. The Nominating/Corporate Governance Committee is also responsible for recommending the nomination of incumbent directors it deems appropriate for re-election to the Board and, if applicable, reappointment to any committees of the Board on which such director serves.

Characteristics expected of all directors include integrity, exceptional talent and judgment, and the ability and willingness to commit adequate time to the Board. In evaluating the suitability of individual board members, the committee takes into account many factors, including the candidate s knowledge of the communities in which the Company does business, the Company s industry, or other industries relevant to the Company s business, or other organizations of comparable size and personal qualities, background and reputation. The Board also considers the diversity of race, gender, culture, age, education, viewpoints, background, experience and skill when evaluating candidates.

Stockholder Recommendations

The Nominating/Corporate Governance Committee will consider recommendations of potential director candidates from stockholders based on the same criteria as a candidate identified by the Nominating/Corporate Governance Committee. Stockholders may submit such a recommendation by sending a letter to the Secretary of the Company at the Company s principal executive offices. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Director Nominee Recommendation.

To be considered for inclusion in the proxy statement, recommendations must be submitted in writing no less than 90 days and no more than 120 days prior to the anniversary date of the immediately preceding annual meeting of stockholders in compliance with the notice procedures and informational requirements set forth in Article III, Section 12 of the Company s By-Laws. A stockholder s notice must include the following:

- the name of the stockholder recommending the director candidate and the class and number of shares of common stock which are beneficially owned by the stockholder;

- a written statement by the director candidate agreeing to being named in the Company s proxy materials and to serve as a member of the Board if nominated and elected; and

- all other information relating to the nominating stockholder or director candidate that would be required to be disclosed in a proxy statement relating to an election of directors, or is otherwise required by Regulation 14A under the Exchange Act or Article III, Section 12 of the Company s By-Laws.

For more information, see Additional Information Stockholder Proposals.

Communications with the Board

Any stockholder or other interested party may communicate with the non-management directors by e-mailing the lead director at presiding.director.HFC@hollyfrontier.com or writing to: Lead Director, c/o Secretary, HollyFrontier Corporation, 2828 North Harwood, Suite 1300, Dallas, Texas 75201. Communications to the Board generally may be sent certified mail to HollyFrontier Corporation, 2828 North Harwood, Suite 1300, Dallas, Texas 75201, Attention: Secretary. The Secretary will review the communication and will forward all communications to the appropriate director or directors, other than those communications that are merely solicitations for products or services or relate to matters that are of a type that are clearly improper or irrelevant to the functioning of the Board or the business and affairs of the Company.

Table of Contents

Code of Conduct

The Company has adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees. The purpose of this Code is to, among other things, affirm the Company s commitment to the highest standards of business conduct and ethics, integrity and compliance reporting in accordance with all applicable laws. The Code sets forth a common set of values and standards to which all of the Company s directors, officers and employees must adhere. The Company will post information regarding an amendment to, or waiver from, its Code of Business Conduct and Ethics on its website under the Investor Relations tab.

Table of Contents

THE BOARD, ITS COMMITTEES AND ITS COMPENSATION

The Board

Under the Company s Corporate Governance Guidelines, Board members are expected to devote the time reasonably necessary to discharge their responsibilities and to prepare for and, to the extent reasonably practicable, attend and participate in all meetings of the Board and Board committees on which they serve. During 2013, the Board held nine meetings. Each director attended at least 75% of the total number of meetings of the Board and committees on which he served during the period he was a director.

The Company does not have a policy regarding director attendance at the annual stockholder meeting. All of our then-current directors attended the 2013 annual meeting of stockholders.

Board Committees

The Company currently has five standing committees:

- an Audit Committee;
- a Compensation Committee;
- a Nominating/Corporate Governance Committee;
- an Environmental, Health, Safety, and Public Policy Committee; and
- an Executive Committee.

Other than the Executive Committee, each of these committees operates under a written charter adopted by the Board. The Executive Committee operates pursuant to authority that is specifically delegated to it by the Board, and such delegated authority may be revoked at any time.

Upon the Nominating/Corporate Governance Committee s recommendations, the Board elects committee members annually. The table below sets forth the current composition of our Board committees.

	Audit Committee	Compensation Committee	Nominating/ Corporate Governance Committee	Environmental, Health, Safety, and Public Policy Committee	Executive Committee
Douglas Bech		ü (Chair)	ü		ü
Buford Berry (1)		ü	ü		
Leldon Echols	ü (Chair)	ü			
Kevin Hardage				ü	
Michael Jennings					ü (Chair)
Robert Kostelnik				ü (Chair)	
James Lee	ü		ü		
Robert McKenzie (1)		ü	ü (Chair)		ü
Franklin Myers		ü	ü		
Michael Rose	ü			ü	
Tommy Valenta	ü			ü	

(1) Mr. Berry and Mr. McKenzie are not standing for reelection at the 2014 Annual Meeting.

Table of Contents

Audit Committee

The Audit Committee oversees our accounting and financial reporting processes and the audits of the Company s financial statements. In addition, the Audit Committee oversees management of exposure to financial risks and monitors and evaluates the effectiveness of the Company s risk management and risk assessment guidelines and policies. The functions and responsibilities of the Audit Committee include:

- appointing, compensating, retaining and overseeing the Company s independent registered public accounting firm and conducting an annual review of the independence of that firm;
- pre-approving all audit and permitted non-audit services to be performed by the Company s independent registered public accounting firm;
- reviewing the findings and recommendations of the independent registered public accounting firm;
- reviewing the scope and the planning of the annual audit with management, the independent registered public accounting firm and the internal auditor;
- reviewing the annual audited financial statements and quarterly financial statements with management and the independent registered public accounting firm;
- overseeing the internal audit function;
- reviewing and discussing the Company s internal controls over financial reporting with management and the independent registered public accounting firm;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or accounting matters;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or of the Company s codes, policies and procedures;
- establishing procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or questionable compliance matters;
- reviewing and approving the Audit Committee report to be included in our annual proxy statement; and
- reviewing the adequacy of the Audit Committee charter on an annual basis.

During 2013, the Audit Committee held eight meetings. Our independent registered public accounting firm reports directly to the Audit Committee. Each member of the Audit Committee has the ability to read and understand fundamental financial statements and each of Mr. Echols and Mr. Rose meets the requirements of an audit committee financial expert as defined by the rules of the SEC.

Table of Contents

Compensation Committee

The Compensation Committee establishes and administers the Company s policies, programs and procedures for compensating executive officers and the Board and oversees the management of risks relating to the Company s executive compensation plans and arrangements. The functions and responsibilities of the Compensation Committee include:

- evaluating the performance and approving the compensation of the Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company s other executive officers;
- reviewing and approving the Company s executive compensation programs and corporate goals and objectives relative to the compensation of the Company s executive officers;
- reviewing director compensation and making recommendations to the Board regarding the same;
- administering and making recommendations to the Board with respect to the Company s equity incentive plans;
- reviewing succession planning for Company management and making recommendations to the Board regarding the same;
- overseeing the preparation of the Compensation Discussion and Analysis to be included in the annual proxy statement;
- preparing the Compensation Committee Report to be included in the annual proxy statement; and
- reviewing the adequacy of the Compensation Committee charter on an annual basis.

The Compensation Committee also has the authority to retain, compensate, direct, oversee and terminate outside counsel, compensation consultants and other advisors hired to assist the Committee. For 2013, the Compensation Committee retained Pearl Meyer & Partners (PM&P) as its independent compensation consultant for matters related to executive and non-management director compensation. In selecting PM&P as its independent compensation consultant, the Compensation Committee assessed the independence of PM&P pursuant to SEC rules and considered, among other things, whether PM&P provides any other services to us, the fees paid by us to PM&P as a percentage of PM&P s total revenues, the policies of PM&P that are designed to prevent any conflict of interest between PM&P, the Compensation Committee and us, any personal or business relationship between PM&P and a member of the Compensation Committee or one of our executive officers and whether PM&P owned any shares of our common stock. In addition to the foregoing, the Compensation Committee received an independence letter from PM&P, as well as other documentation addressing the firm s independence. PM&P reports exclusively to the Compensation Committee and does not provide any additional services to us. The Compensation Committee has discussed these considerations and has concluded that PM&P is independent and that we do not have any conflicts of interest with PM&P.

During 2013, the Compensation Committee held five meetings.

Table of Contents

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee assists the Board in overseeing that the Company is governed in a manner consistent with the best interests of the Company and its stockholders. In addition, the Nominating/Corporate Governance Committee oversees the Company s ethics and compliance programs. The functions and responsibilities of the Nominating/Corporate Governance Committee include:

- developing, reviewing and assessing the adequacy of the Company s Corporate Governance Guidelines;
- identifying and recommending individuals qualified to be directors;
- evaluating and determining whether directors are independent;
- recommending committee composition and chairpersons;
- reviewing and making recommendations to the Board on succession planning for the Board;
- reviewing and approving, prior to acceptance, the Chief Executive Officer s service on any other public company board;
- monitoring the Company s charitable contributions and political spending insofar as such activities exceed or can be expected to exceed 0.5% of the pre-tax income of the Company;
- overseeing the Company s ethics and compliance programs; and
- reviewing the adequacy of the Nominating/Corporate Governance Committee charter on an annual basis.

During 2013, the Nominating/Corporate Governance Committee held four meetings.

Environmental, Health, Safety, and Public Policy Committee

The Environmental, Health, Safety, and Public Policy Committee oversees the Company s environmental, health, safety and public policy matters. In addition, the Environmental, Health, Safety, and Public Policy Committee oversees the management of risks associated with such matters. The functions and responsibilities of this committee include:

- reviewing reports and other information provided by management and consultants regarding material regulatory compliance and public policy matters relating to the environment, health, safety and public policy;
- reporting material issues or compliance concerns included in those reports to the Board; and
- reviewing the adequacy of the Environmental, Health, Safety, and Public Policy Committee charter on an annual basis.

Table of Contents

During 2013, the Environmental, Health, Safety, and Public Policy Committee held four meetings.

Executive Committee

The Executive Committee has such authority as the Board shall delegate to the committee from time to time. During 2013, the Executive Committee held two meetings.

Director Compensation

In November 2011, the Compensation Committee evaluated the non-management director compensation program in light of then-current market practices. Based on a recommendation from the Compensation Committee, the Board approved changes to the director compensation program, effective January 1, 2012. The director compensation program remained unchanged for 2013. The components of non-management director compensation for 2013 are set forth below. Members of the Board who also serve as our officers or employees do not receive additional compensation in their capacity as directors.

For 2013, non-management directors were entitled to receive Board and Board committee retainers and meeting fees payable in cash and other compensation described in the following table. We also reimburse directors for all expenses incurred in attending Board and Board committee meetings.

Board Service:	**Compensation in 2013:**
Annual Restricted Stock Units Award (1)	$ 135,000
Annual Cash Retainer	80,000
Lead Director Cash Retainer	30,000
Meeting Fee (2)	2,000
Board Committee Service:	
Audit Committee Chair Annual Cash Retainer	15,000
Compensation Committee Chair Annual Cash Retainer	15,000
Nominating / Corporate Governance Committee Chair Annual Cash Retainer	10,000
Environmental, Health, Safety, and Public Policy Committee Chair Annual Cash Retainer	10,000
Committee Member Annual Cash Retainer (3)	10,000
Meeting Fee (2)	2,000

(1) The annual award is comprised of a number of restricted stock units equal to $135,000 divided by the market closing price of our common shares on the date of grant, with the number of restricted stock units rounded up or down in the case of fractional shares. With respect to the annual award granted in January 2013 only, the number of awarded restricted stock units was rounded up to the nearest multiple of 10 shares.

(2) Represents fees paid for meetings attended in person or by means of conference telephone. Meeting fees are not paid for attendance at the first six Board meetings or the first six meetings of each Board committee during the year.

(3) Retainer paid for service on each committee.

Table of Contents

Equity Awards

At its last regular meeting in 2013, the Compensation Committee decided to make certain changes to the timing of the annual equity award grant process for non-management directors. Specifically, the Compensation Committee determined that annual grants of equity awards for 2014 and later years will be made in the fourth quarter of the preceding year, rather than in the first quarter of the year to which the award relates, in order to align the timing of the equity award grants with the timing of the other compensation decisions made for non-management directors and with the timing of long-term equity incentive award grants for our executive officers. As a result, in 2013 only, the non-management directors received two equity award grants: (a) one in January 2013 for the 2013 fiscal year, and (b) one in November 2013 for the 2014 fiscal year.

The restricted stock units granted in January 2013 vested on December 1, 2013, and the restricted stock units granted in November 2013 will vest on December 1, 2014. Directors do not have the rights of a stockholder with respect to the shares underlying the restricted stock units until the award vests and is settled in shares. However, directors are entitled to the payment of dividend equivalents in the form of cash in an amount equal to the dividends that would have been payable if the shares were outstanding. These dividend equivalents are not subject to forfeiture. Accelerated vesting of outstanding restricted stock units will occur upon a change in control (subject to the director serving as a member of the Board immediately prior to the change in control) or the director s death, disability or retirement. Settlement of the restricted stock units in shares of our common stock occurs within 30 days of the event that caused the restricted stock units to vest.

Non-Qualified Deferred Compensation

Our non-management directors are eligible to participate in the HollyFrontier Corporation Executive Nonqualified Deferred Compensation Plan, which plan is not tax-qualified under Section 401 of the Internal Revenue Code and allows participants to defer receipt of certain compensation (the NQDC Plan). For 2013, the NQDC Plan provided non-management director participants with the potential to defer up to 50% of their cash retainers and meeting fees for the calendar year. Mr. Myers was the only non-management director that participated in the NQDC Plan in 2013. Participating directors have full discretion over how their contributions to the NQDC Plan are invested among the offered investment options, and earnings on amounts contributed to the NQDC Plan are calculated in the same manner and at the same rate as earnings on actual investments. The Company does not subsidize directly or indirectly a participant s earnings under the NQDC Plan. During 2013, earnings on Mr. Myers account under the NQDC Plan did not exceed 120% of the applicable long-term federal rate (2.60%). As a result, no above market or preferential earnings were paid to Mr. Myers under the NQDC Plan and, therefore, none of the earnings received by Mr. Myers during 2013 are included in the Director Compensation Table below. For additional information on the non-qualified deferred compensation plan, see Compensation Discussion and Analysis Components of our Executive Compensation Program Retirement Benefits and Perquisites Retirement Plans Deferred Compensation Plan and Executive Compensation Non-Qualified Deferred Compensation.

Stock Ownership and Retention Policy for Non-Management Directors

Non-management directors are expected to acquire and hold during their service on the Board shares of our common stock equal in value to at least three times the annual Board cash retainer paid to our directors (excluding any retainer paid for service on a Board committee). Directors have five years from their initial election to the Board to meet the target stock ownership requirements.

Table of Contents

Directors are required to continuously own sufficient shares to meet the stock ownership requirements once attained. Until the directors attain compliance with the stock ownership policy, the directors will be required to hold 50% of the shares of common stock received from any equity award. If a director attains compliance with the stock ownership policy and subsequently falls below the requirement because of a decrease in the price of our common stock, the director will be deemed in compliance provided that the director retains the shares then held.

As of December 31, 2013, all of our non-management directors were in compliance with the stock ownership policy.

Anti-Hedging and Anti-Pledging Policy

All of our directors are subject to our Insider Trading Policy, which, among other things, prohibits such directors from entering into short sales or hedging or pledging shares of our common stock.

Director Compensation Table

The table below sets forth the compensation earned by each of our non-management directors in 2013.

Name (1)	Fees Earned or Paid in Cash	Stock Awards (2)	Total
Douglas Y. Bech	$ 161,000	$270,449	$ 431,449
Buford P. Berry	$ 106,000	$270,449	$ 376,449
Leldon E. Echols	$ 125,000	$270,449	$ 395,449
R. Kevin Hardage	$ 96,000	$270,449	$ 366,449
Robert J. Kostelnik	$ 106,000	$270,449	$ 376,449
James H. Lee	$ 110,000	$270,449	$ 380,449
Robert G. McKenzie	$ 124,000	$270,449	$ 394,449
Franklin Myers	$ 104,000	$270,449	$ 374,449
Michael E. Rose	$ 110,000	$270,449	$ 380,449
Tommy A. Valenta	$ 110,000	$270,449	$ 380,449

(1) Mr. Jennings is not included in this table because he receives no additional compensation for his service as a director. The compensation earned by Mr. Jennings in 2013 is shown under Executive Compensation Summary Compensation Table.

(2) Represents the aggregate grant date fair value of restricted stock units granted to the directors on January 23, 2013 ($135,405) for the 2013 fiscal year and November 13, 2013 ($135,044) for the 2014 fiscal year, in each case, determined in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, *Compensation Stock Compensation*, excluding the effect of estimated forfeitures. See Note 6 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, for a discussion of the assumptions used in determining the FASB ASC Topic 718 grant date fair value of these awards.

As described in greater detail above under Equity Awards, as a result of certain changes to our grant timing practices, non-management directors received two equity award grants in 2013: (a) one in January 2013 for the 2013 fiscal year (the 2013 Director Awards), and (b) one in November 2013 for the 2014 fiscal year (the 2014 Director Awards). Because the 2014 Director Awards were granted

Table of Contents

during 2013, they are reported in the Stock Awards column of the Director Compensation Table for 2013 rather than 2014 in accordance with SEC rules. On a going forward basis, annual equity awards to non-management directors will be made once each year in the fourth quarter of the year preceding the year to which the award relates.

The 2013 Director Awards vested on December 1, 2013. The 2014 Director Awards will vest on December 1, 2014. As of December 31, 2013, Mr. McKenzie also held 15,520 fully vested phantom shares.

Table of Contents

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (PROPOSAL 2)

Section 14A(a)(1) of the Exchange Act requires that we provide our stockholders with the opportunity to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables and any related material contained in this proxy statement.

In accordance with the preference expressed by our stockholders, the Board has determined that we will provide this opportunity annually until the next non-binding stockholder advisory vote on the frequency of future advisory votes on executive compensation, which will occur no later than our annual meeting of stockholders in 2017.

As described in detail under the heading Compensation Discussion and Analysis, our executive compensation programs are designed to attract, motivate and retain our named executive officers, who are critical to our success. Under these programs, compensation for our named executive officers is tied to performance, including our financial results and stockholder returns. Please read the information under Compensation Discussion and Analysis beginning on page 31, and review the compensation tables and narratives that follow, for additional details about our executive compensation programs, including information about the compensation of our named executive officers in 2013.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the compensatory philosophy, policies and practices described in this proxy statement. Because your vote is advisory, it will not be binding on the Compensation Committee, the Board or the Company. However, the Board and the Compensation Committee will review the voting results and take those results into consideration when making future decisions regarding executive compensation.

Required Vote and Recommendation

The advisory vote on the compensation of named executive officers requires the approval of a majority of the votes cast on the proposal.

Table of Contents

Executive Officers

The following sets forth information regarding the executive officers of the Company as of March 14, 2014:

Name	Age	Position
Michael C. Jennings	48	Chief Executive Officer and President
Douglas S. Aron	40	Executive Vice President and Chief Financial Officer
George J. Damiris	53	Senior Vice President, Supply and Marketing
James M. Stump	46	Senior Vice President, Refinery Operations
Denise C. McWatters	54	Senior Vice President, General Counsel and Secretary

Information regarding Mr. Jennings is included above under Election of Directors.

Douglas S. Aron has served as Executive Vice President and Chief Financial Officer of the Company since the merger in July 2011. Mr. Aron has also served as Executive Vice President and Chief Financial Officer of HLS since November 2012, a position he previously held from July 2011 through December 2011. Prior to joining the Company, he was Executive Vice President and Chief Financial Officer of Frontier from 2009 until 2011. Additionally, he served as Vice President-Corporate Finance of Frontier from 2005 to 2009 and Director-Investor Relations from 2001 to 2005. Prior to joining Frontier, Mr. Aron was a lending officer for Amegy Bank.

George J. Damiris has served as Senior Vice President, Supply and Marketing of the Company since January 2008. Mr. Damiris joined the Company in 2007 as Vice President, Corporate Development after an 18-year career with Koch Industries, where he was responsible for managing various refining, chemical, trading, and financial businesses.

James M. Stump has served as Senior Vice President, Refinery Operations of the Company since the merger in July 2011. During his 21 years at Frontier, Mr. Stump held various positions, including serving as Vice President Refining Operations for Frontier Refining and Marketing from 2009 until July 2011, and as Vice President and Refining Manager from 2002 to 2009.

Denise C. McWatters has served as Senior Vice President, General Counsel and Secretary since January 2013. She previously served as Deputy General Counsel from October 2007 until May 2008 and as Vice President, General Counsel and Secretary from May 2008 until January 2013. Prior to joining the Company, Ms. McWatters served as the General Counsel of The Beck Group from 2005 through October 2007. Ms. McWatters also has served as Senior Vice President, General Counsel and Secretary of HLS since January 2013, Vice President, General Counsel and Secretary of HLS from May 2008 until January 2013 and Deputy General Counsel of HLS from October 2007 to April 2008.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

This compensation discussion and analysis provides information about our compensation objectives and policies, as determined by the Compensation Committee. In addition, the compensation discussion and analysis is intended to place in perspective the information contained in the executive compensation tables that follow this discussion.

Overview

We hold our executive officers accountable for our performance and for maintaining a culture of strong ethics and safety. This compensation discussion and analysis is focused primarily on the compensation for our executive officers during 2013, with additional detail provided for our named executive officers. For 2013, our named executive officers or NEOs were:

Name	Position with HollyFrontier during 2013
Michael C. Jennings	Chief Executive Officer and President
Douglas S. Aron	Executive Vice President and Chief Financial Officer
David L. Lamp (1)	Executive Vice President and Chief Operating Officer
George J. Damiris	Senior Vice President, Supply and Marketing
James M. Stump	Senior Vice President, Refinery Operations

(1) Mr. Lamp resigned as Executive Vice President and Chief Operating Officer effective February 28, 2014.

The compensation of our named executive officers is also presented in the tables and related information and discussed under Executive Compensation below.

Certain of our executive officers also provide services to and may be compensated by our wholly-owned subsidiary, HLS, and HEP. HLS is the general partner of HEP Logistics Holdings, L.P., which is the general partner of HEP. We own 37% of the limited partner interests in HEP and the 2% general partner interest in HEP. In 2013, Mr. Aron also served as a named executive officer of HLS and split his professional time between HEP and us. Mr. Aron did not receive any compensation from HLS or HEP during 2013 and, therefore, in accordance with SEC rules, a portion of the compensation paid by us to Mr. Aron for 2013 was allocated to the services he performed for HLS and HEP during 2013 and was disclosed in the Compensation Discussion and Analysis and the accompanying narratives and tables contained in HEP s Annual Report on Form 10-K for the year ended December 31, 2013. The total compensation paid and other benefits made available to Mr. Aron by us, including amounts disclosed in HEP s Annual Report on Form 10-K for the year ended December 31, 2013, are disclosed below.

2013 Business Highlights

The Compensation Committee believes that our executive management team has created significant value for our stockholders in 2013. The following are key highlights of our achievements in 2013:

- Earnings per share of $3.64

- Return on equity of 11.9%

Table of Contents

- Annual share price appreciation of 7%
- Total annual shareholder return (including cash dividends) of 14%
- Delivered three- and five-year total annualized shareholder return (including cash dividends) of 181% and 536%, respectively
- Declared four special dividends and increased our regular dividends by 50%

Consistent with, and in recognition of, these achievements, we awarded 2013 annual cash incentive bonuses to our named executive officers significantly in excess of target levels. We believe the total compensation received by our named executive officers for 2013 reflected the exceptional company and individual performance for the year.

Say-on-Pay Vote

At our 2013 annual meeting of stockholders, our stockholders had an opportunity to cast an advisory vote on executive compensation. At that meeting, over 97% of the votes cast by our stockholders were voted in support our executive pay program. The Compensation Committee believes this affirms stockholders support of our approach to executive compensation, and the Compensation Committee did not make any material changes to its executive compensation program in 2013 based on the results of the advisory vote. The Compensation Committee will continue to consider the outcome of the Company s say-on-pay votes when making future compensation decisions for the named executive officers.

Stockholder-Friendly Features of Our Executive Compensation Program

Our executive compensation program continues to contain several stockholder-friendly features, including:

- The vesting of 50% of the equity awards awarded to our executive officers each year is based on our Company s performance as compared to that of our peers over a period of time;
- A majority of the annual bonus paid to our executive officers is based on our financial performance as compared to that of our industry peers;
- We do not have employment agreements with any of our executive officers;
- Our executive officers are provided minimal perquisites;
- Our executive officers are subject to significant stock retention requirements;
- Our equity award agreements with our executive officers contain double trigger provisions;
- Our change-in-control agreements with our executive officers contain double trigger provisions and do not include tax reimbursement or gross-up provisions; and

We prohibit the hedging and pledging of Company stock.

32

Table of Contents

Philosophy and Objectives of Executive Compensation Program

Our compensation programs are designed to remunerate executives in accordance with a pay-for-performance philosophy. As such, the compensation programs are intended to provide incentives to our executives, as well as other employees, to maximize operational performance and stockholder value, which in turn affects the overall compensation earned by our management.

While the Compensation Committee has not adopted any formal policies for allocating compensation among salaries, bonuses and equity compensation, in designing the compensation program for executive officers, the Compensation Committee sought to achieve the following key objectives:

Attract and Retain Talented and Productive Executives. The compensation program should provide each executive officer with a total compensation opportunity that is competitive within the market. This objective is intended to ensure that we are able to attract and retain executives while maintaining an appropriate cost structure.

Motivate Executives. The compensation program should provide incentives for our executive officers to achieve and exceed our operational, financial and strategic goals.

Alignment with Stockholders. The compensation program should align executives interests with those of our stockholders, promoting actions that will have a positive long-term impact on total stockholder return.

Compensation Should Be Transparent. The elements of the compensation program should be easily understood by both our executive officers and our stockholders and be competitive in our industry.

Components of Our Executive Compensation Program

The components of the compensation program for our executive officers are:

- base salary;
- annual incentive cash compensation;
- long-term equity incentive compensation;
- severance and change in control benefits; and
- employee retirement, health and welfare benefits and limited perquisites.

Each of these components is described in further detail in the narrative that follows. Specific information regarding 2013 compensation is included below in the section titled 2013 Executive Compensation Decisions.

Base Salary

Base salaries provide executives with a predictable level of income. The Compensation Committee reviews base salaries annually and determines base salaries on the basis of market practices and each executive s position, level of responsibility, individual performance, and position relative to other executives and other compensation elements. The Compensation Committee also reviews competitive market data relevant to each position provided by the compensation consultant.

Annual Incentive Cash Compensation

Under our annual incentive cash compensation program, named executive officers are eligible for cash bonuses that are designed to attract and retain senior leadership, reward achievement of financial and business goals and align executives interests with stockholders. Annual cash incentive opportunities for our named executive officers are reviewed annually and differ with the level of responsibility of each executive.

Long-Term Equity Incentive Compensation

Equity awards are provided under our long-term incentive compensation plan (the LTIP) and our omnibus incentive compensation plan (the Omnibus Plan). For ease of discussion, the LTIP and the Omnibus Plan are collectively referred to in this proxy statement as the Equity Plans . The Compensation Committee oversees the administration of the Equity Plans and grants equity incentive awards to qualifying employees at its discretion. Historically, awards under the Equity Plans were made annually during the first quarter of each year; however, beginning in the fourth quarter of 2012, annual awards are typically made during the fourth quarter of the year preceding the year to which the awards relate.

We view long-term equity incentive compensation as the cornerstone of the executive compensation program because we believe:

- equity incentives and the related vesting periods help attract and retain executives capable of executing our business strategies; and
- the value received by the recipient of equity incentives is aligned with long-term value creation for our stockholders.

In determining the appropriate amount and type of long-term equity incentive awards to be made, the Compensation Committee considers an executive officer s position, scope of responsibility, base salary, performance and market compensation information for executives in similar positions in similar companies and prior awards. In addition, the Compensation Committee has historically considered the recommendations of our Chief Executive Officer, except in regard to his own equity awards.

Severance and Change in Control Benefits

The award agreements related to outstanding restricted stock and performance share units granted to our named executive officers include accelerated vesting provisions in the event of certain terminations of employment, including in connection with a change in control. For additional information about these provisions, see Executive Compensation Potential Payments Upon Termination or Change in Control. In addition, we have entered into change in control severance agreements with each of our named executive officers, as described below. These agreements are designed to provide benefits only in the event of a qualifying termination of employment following a change in control transaction, and do not provide any benefits without a termination of employment.

Agreements Entered into with Former Holly Executives

Prior to the merger of Holly and Frontier, we had change in control severance agreements with our executive officers, including our named executive officers, who were serving as executive officers

Table of Contents

of Holly (referred to as former Holly executives). The Compensation Committee determined that it was in the best interests of the stockholders to maintain these agreements following the merger in light of the depth of knowledge and experience of these executive officers and the need to ensure stable management in the event of a potential change in control.

In March 2012, the Compensation Committee, pursuant to authority delegated to it by the Board, adopted a new form of change in control severance agreement for the former Holly executives in order to provide such individuals with agreements similar to those adopted for our executive officers who served as executive officers of Frontier prior to the merger (referred to as former Frontier executives) as described below. Each former Holly executive had the option to continue under his or her existing change in control severance agreement or to enter into the new change in control severance agreement and terminate the existing change in control severance agreement. Each of the former Holly executives, including Mr. Lamp and Mr. Damiris, elected to continue under his existing change in control agreement at that time. In March 2013, Mr. Lamp and Mr. Damiris each entered into an amendment to his respective change in control severance agreement pursuant to which each agreed to waive the tax reimbursement provision in his change in control severance agreement. For additional information about the severance benefits provided under the change in control severance agreements with the former Holly executives, see Executive Compensation Potential Payments Upon Termination or Change in Control.

Agreements with Former Frontier Executives

Frontier had change in control severance agreements and executive severance agreements with each of the former Frontier executives prior to the merger. In order to maintain the continuity of management following the merger, we agreed to assume Frontier s change in control severance agreements and executive severance agreements with Mr. Jennings, Mr. Aron and Mr. Stump, subject to certain modifications. In February 2012, in order to harmonize the severance benefits payable to all executive officers, the Board adopted a new form of change in control severance agreement for the former Frontier executives, including Mr. Jennings, Mr. Aron and Mr. Stump. Upon entry into the new agreement, the change in control severance agreements and executive severance agreements assumed in the merger were terminated. In May 2012, Mr. Jennings and Mr. Aron each entered into an amendment to his respective change in control severance agreement pursuant to which each agreed to waive the tax reimbursement provision in his change in control severance agreement. Mr. Stump entered into the same amendment to his change in control severance agreement in October 2013. As a result, currently, none of the change in control severance agreements we have with our named executive officers contain any tax reimbursement provisions in the event a named executive officer receives potential parachute payments under Section 280G of the Internal Revenue Code. For additional information about the severance benefits provided under the change in control agreements with the former Frontier executives, see Executive Compensation Potential Payments Upon Termination or Change in Control.

Retirement Benefits and Perquisites

Retirement Plans

Retirement Pension Plans and Transition Benefit. We traditionally maintained the Holly Retirement Plan, a tax-qualified defined benefit retirement plan (the Retirement Plan), and the Holly Retirement Restoration Plan, an unfunded plan that provides additional payments to participating executives whose Retirement Plan benefits were subject to certain Internal Revenue Code limitations (the Restoration Plan). No additional benefits accrued under the Retirement Plan and Restoration

Table of Contents

Plan for any participants effective May 1, 2012, and the retirement benefits we offer to our employees on and after that date are solely provided through defined contribution retirement plans, such as the 401(k) Plan described below.

Until January 1, 2012, Holly employees hired prior to 2007 and not subject to a collective bargaining agreement were eligible to participate in the Retirement Plan. Employees participating in the Retirement Plan were also eligible to participate in the 401(k) Plan, but were generally not eligible to receive the retirement contribution under the 401(k) Plan, as described below, prior to 2012. As of January 1, 2012, Mr. Lamp was our only named executive officer who participated in the Retirement Plan and Restoration Plan. As of January 1, 2012, participants in the Retirement Plan and the Restoration Plan who are not subject to a collective bargaining agreement were no longer accruing additional benefits under these plans, and as of May 1, 2012, all participants in these plans ceased accruing additional benefits. The Retirement Plan was liquidated in June 2013.

In connection with the cessation of benefit accruals under the Retirement Plan and the Restoration Plan, we adopted a Transition Benefit Plan pursuant to which eligible participants in the Retirement Plan are provided a transition benefit for each of 2012, 2013, and 2014. The amount of the transition benefit for each year is equal to the participant s eligible compensation as of December 31 of that year, multiplied by a transition benefit percentage determined based on the participant s eligible years of service as of January 1, 2012 (in the case of salaried employees). The participant must be employed on the last day of the year (subject to certain exceptions for death or disability) in order to earn a transition benefit for that year. For executive officers, the transition benefit is paid in the form of a transition benefit contribution to the NQDC Plan described below. For additional information regarding these transition benefit contributions, see Executive Compensation Non-Qualified Deferred Compensation.

Defined Contribution Plan. For 2013, all employees were able to participate in our HollyFrontier Corporation 401(k) Retirement Savings Plan, which is a tax-qualified defined contribution plan (the 401(k) Plan). Employees may contribute amounts from 0% up to a maximum of 75% of their eligible compensation to the 401(k) Plan. Employee contributions that were made on a tax-deferred basis were generally limited to $17,500 for 2013, with employees 50 years of age or over able to make additional tax-deferred contributions of $5,500.

For 2013, we made a retirement contribution of 3% to 8% of the participating employee s eligible compensation under the 401(k) Plan, subject to applicable Internal Revenue Code limitations, based on years of service, as follows:

Years of Service	**Retirement Contribution (as percentage of eligible compensation)**
Less than 5 years	3%
5 to 10 years	4%
10 to 15 years	5.25%
15 to 20 years	6.5%
20 years and over	8%

In addition to the retirement contribution, in 2013, we made matching contributions to the 401(k) Plan equal to 100% of the first 6% of each participating employee s eligible compensation up to compensation limits. In 2013, all of our named executive officers participated in the 401(k) Plan and received matching contributions and the retirement contribution. Matching contributions vest immediately and retirement contributions are subject to a three-year cliff-vesting period.

Table of Contents

Deferred Compensation Plan. Certain of our employees, including our named executive officers, were also eligible to participate in the NQDC Plan in 2013. The NQDC Plan provides to certain members of management and other highly compensated employees an opportunity to defer compensation in excess of qualified retirement plan limitations on a pre-tax basis and accumulate tax-deferred earnings to achieve their financial goals.

Participants in the NQDC Plan can contribute between 1% and 50% of their eligible earnings, which includes base salary and bonuses, to the NQDC Plan. Participants in the NQDC Plan are also eligible to receive certain employer-provided contributions, including matching contributions, retirement contributions, transition benefit contributions (pursuant to the Transition Benefit Plan described above), and nonqualified nonelective contributions. Matching contributions and retirement contributions represent contribution amounts that could not be made under the 401(k) Plan due to Internal Revenue Code limitations on tax-qualified plans. The Company provides no subsidized returns or guarantee of returns on compensation deferred by our executives or other participants in the NQDC Plan. For more information regarding this plan, see Executive Compensation Non-Qualified Deferred Compensation.

Other Benefits and Perquisites

All of our executive officers are eligible to participate in the benefits plans available generally to our salaried employees, such as medical, dental, vision, long-term and short-term disability and life insurance. We do not maintain separate executive plans for any of these benefits.

During 2013, Mr. Jennings, Mr. Aron and Mr. Lamp were permitted to use the company aircraft for personal travel, subject to a requirement that the Company be reimbursed by the executive for all aggregate incremental costs associated with their personal use, including fuel costs, landing fees, catering charges, pilot overnight expenses and other similar charges incurred by us. In addition, we permit an executive s family member to accompany the executive on a flight when the executive is traveling for business. No additional direct operating cost is incurred by the Company in such situations, but to the extent that Internal Revenue Service guidelines cause us to impute income to the executive for such family member travel, and that travel is not business-related, the associated tax liability is the responsibility of the executive.

In addition, for security reasons as a result of our increased size and value, we reimburse our executive officers up to $9,500 per year for any out-of-pocket expenses related to security training, consulting or technology. None of our executive officers elected to utilize this perquisite in 2013. During 2013, we also reimbursed club initiation fees and monthly club dues for Mr. Jennings, Mr. Aron and Mr. Lamp. The Compensation Committee believes that a club membership assists these executives in performing their responsibilities by providing a means for business entertainment and networking. We provide reserved parking spaces for our executive officers.

Role of Compensation Committee in Establishing Compensation

The Compensation Committee administers our executive compensation programs. The role of the Compensation Committee is to review and approve the compensation to be paid to executive officers, including the named executive officers, and to review the compensation policies and practices for all of our employees to verify that they do not create unreasonable risks for us or our stockholders.

In setting compensation for executive officers, the Compensation Committee considers, among other things, recommendations by its independent compensation consultant and management and the

Table of Contents

compensation of similarly situated executives in comparable businesses. In addition, the Compensation Committee annually reviews total compensation paid to the named executive officers for the prior year and, with the assistance of management, proposes long-term incentive compensation awards.

Role of Executive Officers in Establishing Compensation

Our Chief Executive Officer makes compensation recommendations to the Compensation Committee for the executive officers, including the named executive officers (except with respect to his own compensation). Management provides financial and compensation data to the Compensation Committee for its review in setting compensation and gives guidance as to how the data impacts performance goals set by the Compensation Committee. This data includes:

- our financial performance for the current year compared to the preceding year;
- performance evaluations of the named executive officers (other than for the Chief Executive Officer, who is evaluated by the Compensation Committee); and
- compensation provided to the named executive officers in previous years.

In addition, management may recommend and provide rationale for discretionary bonuses for named executive officers (other than for the Chief Executive Officer) to the Compensation Committee. Given the day-to-day familiarity that management has with the work performed by the named executive officers, the Compensation Committee values management s recommendations. However, the Compensation Committee makes all final decisions as to the compensation of the named executive officers.

Role of Compensation Committee Consultant in Establishing Compensation

In September 2011, the Compensation Committee retained PM&P as its independent compensation consultant to advise the Compensation Committee on matters related to executive and non-management director compensation. PM&P previously served as the compensation consultant to Frontier s compensation committee. In 2013, the Compensation Committee received competitive market data and related observations and advice from PM&P with respect to the development and structure of our executive compensation program. As discussed above under The Board, its Committees and its Compensation Board Committees Compensation Committee, the Compensation Committee has concluded that we do not have any conflicts of interest with PM&P.

Market Review

We regularly compare our executive compensation program with market information regarding salary levels and incentive awards and programs. The purpose of this analysis is to provide a frame of reference in evaluating the reasonableness and competitiveness of our executive compensation as compared to that of companies within the energy industry that are generally comparable in size and scope of operations to us.

Market pay levels for our named executive officers are obtained from the SEC filings of the companies in our comparator group. We supplement this data for our named executive officers with, and obtain data for our other executive officers from, various sources, including published compensation surveys, which cover our industry sector and labor market. As a component of setting 2013 compensation, in November 2012, the Compensation Committee reviewed a compensation study

Table of Contents

of compensation paid to our executive officers prepared by PM&P. The following companies comprised the 2013 comparator group reviewed by the Compensation Committee, and were unchanged from the companies included in the 2012 comparator group:

Ashland Inc.	ONEOK, Inc.
Devon Energy Corporation	PPG Industries Inc.
Eastman Chemical Company	Sunoco, Inc.
Fluor Corporation	Tesoro Corporation
Hess Corporation	Western Refining Inc.
Huntsman Corporation	Williams Companies, Inc.
LyondellBasell Industries N.V.	World Fuel Services Corporation
Murphy Oil Corporation	

The 2013 comparator group is different than the 2013 incentive peer group, which is used as a market comparison when determining payouts of certain performance-based incentive awards granted to executive officers. See 2013 Executive Compensation Decisions Annual Incentive Cash Compensation for a further discussion of the 2013 incentive peer group and the reasons for the differences from the 2013 comparator group.

2013 Executive Compensation Decisions

The Compensation Committee established 2013 total direct compensation, including base salary, annual cash incentive compensation, and long-term equity incentive compensation awards, for our executive officers at pay levels approximating the middle range of market compensation. The Compensation Committee utilized the market data provided by PM&P and internal evaluations of the executive officers to establish total compensation opportunities for the executive officers that are consistent with this objective.

Based on the 2013 annual review of compensation, the Compensation Committee believes that 2013 compensation for the named executive officers reflects appropriate allocation of compensation between salary, bonuses and equity compensation.

Base Salary

The Compensation Committee establishes base salaries within a competitive range to provide our named executive officers with compensation consistent with their responsibilities, their experience, their individual performance and our peers. In the fourth quarter of 2012, the Compensation Committee conducted its annual review of base salaries and market survey data and determined that increases in the base salaries of all of our named executive officers were warranted based on factors such as our financial performance, market levels of compensation for comparable positions and internal pay equity.

Table of Contents

The Compensation Committee also considered the mid-year salary increase Mr. Damiris received in 2012. The following table sets forth the base salaries for 2012 and 2013 of our named executive officers:

Name and Title	2012 Base Salary	2013 Base Salary (1)	Percentage Increase
Michael C. Jennings *Chief Executive Officer and President*	$ 920,000	$ 990,000	7.6%
Douglas S. Aron *Executive Vice President and Chief Financial Officer*	$ 475,000	$ 530,000	11.5%
David L. Lamp *Executive Vice President and Chief Operating Officer*	$ 650,000	$ 700,000	7.7%
George J. Damiris *Senior Vice President, Supply and Marketing*	$ 415,000	$ 435,000	4.8%
James M. Stump *Senior Vice President, Refinery Operations*	$ 360,000	$ 390,000	8.3%

(1) Represents increases effective January 1, 2013.

Annual Incentive Cash Compensation

In the fourth quarter of 2012, the Compensation Committee approved target awards under the annual incentive cash compensation program and the remaining terms of the annual incentive cash compensation awards granted to our executive officers for 2013. These awards were subject to our achievement of specified levels of performance with respect to certain financial and environmental, health and safety measures. For certain of our executive officers, the awards are also subject to their individual performance measures.

The following table sets forth the threshold, target and maximum award opportunities (as a percentage of annual base salary) for our named executive officers for 2013, and the portion of each named executive officer s target award opportunity that is allocated to each performance measure. After considering target awards for comparable positions at our comparator group companies, for 2013, Mr. Jennings s target and maximum award opportunities were increased from 135% and 270%, respectively, to 140% and 280%, and Mr. Aron s target and maximum award opportunities were increased from 75% and 150%, respectively, to 80% and 160%.

	Award Opportunities			Allocation Among Performance Measures		
Name	Minimum	Target	Maximum	Financial Measures	Environmental, Health and Safety	Individual
Michael C. Jennings	0%	140.0%	280.0%	112.0%	28.0%	
Douglas S. Aron	0%	80.0%	160.0%	64.0%	16.0%	
David L. Lamp	0%	100.0%	200.0%	80.0%	20.0%	
George J. Damiris	0%	60.0%	120.0%	36.0%	12.0%	12.0%
James M. Stump	0%	55.0%	110.0%	33.0%	11.0%	11.0%

The financial measures are weighted more heavily than the environmental, health and safety measures in order to incentivize and reward the executive officers for overall company performance as compared to its peers and to promote stockholder value creation. Awards are capped to avoid encouraging an excessive short-term focus, potentially at the expense of long-term performance.

40

Table of Contents

To facilitate timely determination of award payouts, the measurement period for each of the above metrics covers four consecutive quarters starting with the fourth quarter of the preceding year (2012) and ending with the third quarter of the current year (2013).

Financial Measures. The Compensation Committee allocates the majority of the executives bonus opportunity to financial performance in order to align the financial interests of our executive officers with the interests of our stockholders. Our performance with respect to the following equally-weighted criteria, as compared to the performance of the 2013 incentive peer group (calculated as the average of the performance of each company in the incentive peer group with respect to each criteria), is used to determine overall performance under the financial measures metric:

Criteria	What It Means
Return on Capital Employed	Net income plus after-tax interest expense, divided by the sum of shareholders equity, plus minority interest, plus debt, less goodwill and intangible assets, less cash (excludes gains or losses attributable to first-in, first-out inventory valuation and impairment expenses).
Return on Assets	Earnings before interest, taxes, depreciation and amortization (EBITDA) divided by total assets, excluding goodwill and intangible assets (excludes gains or losses attributable to first-in, first-out inventory valuation and asset impairment expenses).
Operating Income	Total revenues less cost of goods sold less cash operating costs, divided by total revenues (excludes gains or losses attributable to first-in, first-out inventory valuation).

For 2013, the incentive peer group included:

Alon USA Energy, Inc.

Delek U.S. Holdings, Inc.

Marathon Petroleum Corporation

Phillips 66 Corporation

Tesoro Corporation

Valero Energy Corp.

Western Refining Company

We compare our own financial performance against that of these companies because their collective performance reflects external economic conditions we are facing as a company and as an industry as a whole, and they are also companies with which both management and investment analysts compare our results. The 2013 incentive peer group differs from the 2013 comparator group because the 2013 incentive peer group includes companies that are too large in size (Valero Energy Corp.) or that significantly differ in ownership and management composition from us (Alon USA Energy, Inc.) to be suitable comparisons for considering total compensation packages.

The companies included in the 2013 incentive peer group are the same companies included in the 2012 incentive peer group, except that CVR Energy, Inc. (which is controlled by, and consolidated with, an affiliate of Icahn Enterprises) and Sunoco, Inc. (which was acquired by Energy Transfer Partners, L.P.) were removed from the incentive peer group and Phillips 66 Corporation was added to the incentive peer group.

For the financial measures metric of the annual bonus, our performance in each of the three criteria noted above is compared to the 2013 incentive peer group and the equally-weighted average of those three criteria determines our performance. The table below sets forth the percentage of a named

Table of Contents

executive officer s total potential financial measures target that is payable to the named executive officer based on the equally-weighted average of Company s performance as compared to its incentive peer group with respect to the financial measures metrics:

Ratio of Company Performance Compared to Incentive Peer Group	Bonus Achievement
less than 0.75	Zero
0.75	50% of Target Percentage (Minimum)
0.751 to 1.049	Linear Interpolation between Minimum and Target
1.05	Target Percentage
1.051 to 1.349	Linear Interpolation between Target and Maximum
1.35 or greater	200% of Target Percentage (Maximum)

The chart below shows our performance with respect to each financial measure as compared to the performance of the incentive peer group for 2013:

Environmental, Health and Safety Measures. The Compensation Committee selected this metric because it reflects one of our key business objectives, drives our overall performance and promotes accountability. Our performance with respect to the following equally-weighted criteria, as compared to our performance for the prior year, is used to determine performance under the environmental, health and safety metric:

Criteria	What It Means
Personal Safety	Measured by the OSHA 300 recordable incident rate (for our employees).
Process Safety	Measured by the severity-adjusted annual process safety incident rate (using API 754 Tier and Tier 2 incident reporting) and a qualitative assessment of accomplishment versus stated objectives.
Environmental Events	Measured by the number of release, spills, permit exceedances, violations and community complaints.

For environmental, health and safety measures, the number of incidents for each component will be compared to the number of incidents in the prior 12-month period and the total percentage change in the number of incidents will determine the environmental, health and safety performance. The table below sets forth the percentage of the named executive officer s total potential environmental, health and safety measures target that is payable to the named executive officer based on the percentage change in the number of incidents as compared to the prior 12-month period:

Percentage Change	Bonus Achievement
Increase in number of Incidents	Zero
0%	50% of Target Percentage (Threshold)
Decrease greater than 0% and less than 5%	Linear Interpolation between Threshold and Target
Decrease of 5%	Target Percentage
Decrease greater than 5% but less than 10%	Linear Interpolation between Target and Maximum
Decrease of 10% or more	200% of Target Percentage (Maximum)

However, for any plant not at the American Fuel & Petrochemical Manufacturers average recordable incident ratio of 0.81 on a trailing 12-month basis as of September 30, 2012, the threshold level for personal safety is a 20% reduction, target is a 25% reduction and maximum is a 30% reduction in the OSHA 300 recordable incident ratio.

Individual Performance Measures. In addition to the metrics mentioned above, a portion of the award for each of the executive officers, other than Mr. Jennings, Mr. Aron and Mr. Lamp, is based on the Compensation Committee s evaluation of the executive officer s individual performance during the year. The Committee considers various criteria such as interpersonal effectiveness, business conduct, professional and technical development, leadership, and results orientation. The evaluation is discretionary and based on a wide range of considerations which often change over the course of the year. Further, the Committee may exercise its discretion and increase, decrease, or eliminate awards based on individual performance for any executive officer.

2013 Performance. The threshold, target and maximum performance levels and actual results for the performance measures are set forth in the table below:

Metric	Threshold	Target	Maximum	Actual for 2013	Bonus Achievement
Financial Measures (as compared to peer group)					**200%**
Return on Capital Employed	.75	1.05	1.35	1.63	
Return on Assets	.75	1.05	1.35	1.40	
Operating Income	.75	1.05	1.35	2.55	
Environmental, Health and Safety (as compared to Q4 2011-Q3 2012)					**107%**
Personal Safety	no change	decrease by 5%	decrease by 10%	decrease by 39%	
Process Safety	no change	decrease by 5%	decrease by 10%	decrease by 6%	
Environmental Events	no change	decrease by 5%	decrease by 10%	increase by 9%	

Table of Contents

The following table sets forth the actual payouts to the named executive officers for 2013 as a percentage of base salary, including payments made based on our performance and discretionary bonuses awarded for individual performance.

Name	Financial Measures	Environmental, Health and Safety	Individual	Total
Michael C. Jennings	224.0%	30.0%		254.0%
Douglas S. Aron	128.0%	17.1%		145.1%
David L. Lamp	160.0%	21.4%		181.4%
George J. Damiris	72.0%	12.8%	15.0%	99.8%
James M. Stump	66.0%	11.8%	13.8%	91.6%

The awards granted to Mr. Jennings and Mr. Lamp pursuant to our annual incentive cash compensation program were reduced by the Compensation Committee as a result of refinery reliability being below expectations in 2013. Mr. Jennings s award was reduced by $150,000, and Mr. Lamp s award was reduced by $75,000.

Mr. Aron, Mr. Damiris and Mr. Stump were each awarded a special one-time cash performance bonus on the basis of their extraordinary efforts and contributions to us in 2013. The special one-time performance bonuses were awarded as follows: Mr. Aron: $25,000, Mr. Damiris: $50,000, and Mr. Stump: $10,000.

Long-Term Equity Incentive Compensation

Our long-term equity incentive program currently consists of annual grants of restricted stock and performance share unit awards for our executive officers. At its last regular meeting in 2012, the Compensation Committee decided to make certain changes to its long-term equity award grant process, including changes to the timing of annual grants for each year. Specifically, the Compensation Committee determined that annual grants of long-term equity incentive awards for 2013 and later years will be made in the fourth quarter of the preceding year, rather than in the first quarter of the year to which the award relates, in order to align the timing of the long-term equity incentive award grants with the timing of the other compensation decisions made for our executive officers and, with respect to performance share unit awards, to align the timing of the grant with the quarter in which the performance period commences. Pursuant to SEC rules, the long-term equity incentive awards granted in November 2012 for the 2013 service period are disclosed as 2012 compensation in the Summary Compensation Table (with respect to those named executive officers who were also named executive officers for 2012) and are not included in the 2013 Grants of Plan-Based Awards table included in this proxy statement; however, because these awards relate to the 2013 service period, they are described in greater detail below.

Restricted Stock Awards

At its November 2012 meeting, the Compensation Committee approved grants of restricted stock with time-based vesting conditions to certain of our executive officers for the 2013 service period. The following table sets forth the number of shares of restricted stock with time-based vesting conditions that were awarded for the 2013 service period to each of the named executive officers.

Table of Contents

Name	Number of Shares of Restricted Stock with Time-Based Vesting
Michael C. Jennings	60,447
Douglas S. Aron	18,738
David L. Lamp (1)	25,389
George J. Damiris	8,463
James M. Stump	7,254

(1) In connection with his resignation as Executive Vice President and Chief Operating Officer effective February 28, 2014, Mr. Lamp forfeited the unvested portion of this restricted stock award.

The restricted stock awards granted in November 2012 for the 2013 service period vest in three equal annual installments on December 15, 2013, 2014 and 2015 (or the first business day thereafter if December 15 falls on a Saturday or Sunday), subject to continued employment. Each executive officer has the right to receive dividends and other distributions paid with respect to such shares of restricted stock.

Performance Share Unit Awards

At its November 2012 meeting, the Compensation Committee also approved grants of performance share unit awards to certain of our executive officers for the 2013 service period. Each executive officer that received performance share unit awards was granted a target number of performance share units. The target number is initially approved by the Compensation Committee in dollar amounts established according to the pay grade of the executive officer. The target award is then converted into a number of shares by dividing the targeted dollar amount by the closing price of our common stock on the grant date of the award. The following table sets forth the target number of performance share unit awards that were awarded for the 2013 service period to each of the named executive officers.

Name	Target Number of Performance Share Units Granted
Michael C. Jennings	60,447
Douglas S. Aron	18,738
David L. Lamp (1)	25,389
George J. Damiris	8,463
James M. Stump	7,254

(1) In connection with his resignation as Executive Vice President and Chief Operating Officer effective February 28, 2014, Mr. Lamp forfeited this performance share unit award in its entirety.

The Compensation Committee determined that performance metrics for the November 2012 grants for the 2013 service period would consist of return on capital employed and total shareholder return during the performance period as measured against that of the 2013 incentive peer group. See 2013 Executive Compensation Decisions Annual Incentive Cash Compensation for a discussion of our 2013 incentive peer group. The performance period for these performance share unit awards runs from October 1, 2012 through September 30, 2015. The executive officers have the right to receive dividends and other distributions with respect to such performance share units based on the target level of payout, and these dividends are paid at approximately the same time as dividends are received by our common stockholders.

Table of Contents

For the performance share unit awards granted in November 2012 for the 2013 service period:

return on capital employed is defined in the same manner as it is defined for our annual incentive bonuses. See 2013 Executive Compensation Decisions Annual Incentive Cash Compensation.

total shareholder return is defined as (i) the appreciation in our stock price during the performance period (in dollars) plus cumulative dividends paid during the performance period, divided by (ii) the closing price of our stock on the first business day of the performance period.

The actual number of performance share units earned at the end of the performance period will be equal to (a) the target number of performance share units granted multiplied by (b) our average performance unit payout with respect to the performance metrics. The average performance unit payout is determined by adding our performance unit payout percentage with respect to each performance metric and dividing the sum by two. For the return on capital employed metric, our performance unit payout is determined in accordance with the following table:

Company v. Incentive Peer Group Performance	Performance Unit Payout
Less than 0.75 of Incentive Peer Group Average	0%
0.75 of Incentive Peer Group Average	50% of Target (Threshold)
From 0.751 to 1.049 of Incentive Peer Group Average	Interpolate between Threshold and Target
1.05 of Incentive Peer Group Average	100% (Target)
From 1.051 to 1.349 of Incentive Peer Group Average	Interpolate between Target and Stretch
1.35 of Incentive Peer Group Average	150% of Target (Stretch)
From 1.351 to 1.749 of Incentive Peer Group Average	Interpolate between Stretch and Maximum
1.75 or more of Incentive Peer Group Average	200% of Target (Maximum)

For the total shareholder return metric, our performance unit payout is determined in accordance with the following table:

Peer Group Performance Percentage (TSR)	Performance Unit Payout
Less than 0.95 of Incentive Peer Group Average	0%
0.95 of Incentive Peer Group Average	50% of Target (Threshold)
From 0.9501 to 0.99 of Incentive Peer Group Average	Interpolate between Threshold and Target
Incentive Peer Group Average Return	100% (Target)
From 1.01 to 1.049 of Incentive Peer Group Average	Interpolate between Target and Stretch
1.05 of Incentive Peer Group Average	150% of Target (Stretch)
From 1.0501 to 1.099 of Incentive Peer Group Average	Interpolate between Stretch and Maximum
1.10 or more of Incentive Peer Group Average	200% of Target (Maximum)

An executive officer that received performance share unit awards in November 2012 for the 2013 service period must be employed by us on December 15, 2015 (or the first business day thereafter if such date falls on a Saturday or Sunday) to receive payment of the earned performance share unit awards, except as described below in Executive Compensation Potential Payments Upon Termination or Change in Control. Earned performance share unit awards will be paid in the form of fully vested shares of our common stock.

Stock Ownership and Retention Policy

Our Board, the Compensation Committee and our executive officers recognize that ownership of our common stock is an effective means by which to align the interests of our directors and officers with those of our stockholders. In February 2012, the Nominating/Corporate Governance Committee recommended, and the Board approved, a new stock ownership policy. The terms of the stock ownership policy for our executive officers are summarized below.

Under the stock ownership policy, our officers are required to hold shares of our common stock as follows:

Officer Position	Value of Shares Owned
CEO	6x Base Salary
Executive Vice Presidents	3x Base Salary
Senior Vice Presidents	2x Base Salary
Vice Presidents	1x Base Salary

Our officers are required to meet the applicable requirements within five years of employment or promotion.

Officers are required to continuously own sufficient shares to meet the stock ownership requirements once attained. Until the officers attain compliance with the stock ownership policy, the officers will be required to hold 50% of the shares of common stock received from any equity award, net of any shares used to pay tax withholdings. If an officer attains compliance with the stock ownership policy and subsequently falls below the requirement because of a decrease in the price of our common stock, the officer will be deemed in compliance provided that the officer retains the shares then held.

As of December 31, 2013, all of our named executive officers were in compliance with the stock ownership policy.

Anti-Hedging and Anti-Pledging Policy

All of our employees, including our named executive officers, are subject to our Insider Trading Policy, which, among other things, prohibits such employees from entering into short sales or hedging or pledging shares of our common stock.

Recoupment of Compensation

To date, the Board has not adopted a formal clawback policy to recoup incentive based compensation upon the occurrence of a financial restatement, misconduct, or other specified events. However, Mr. Jennings s, Mr. Aron s and Mr. Stump s change in control agreements with the Company include language providing that amounts paid or payable pursuant to the change in control agreements may be forfeited and/or recouped to the extent required by applicable law or any clawback policy that we adopt. The Compensation Committee will evaluate the practical, administrative and other implications of adopting, implementing and enforcing a clawback policy.

Impact of Regulatory Compliance

In designing and implementing programs applicable to executives, the Compensation Committee considers the anticipated tax treatment to us and our executive officers of various payments and benefits, and the effects of applicable provisions of the Internal Revenue Code, including Section 162(m) and Section 280G.

Table of Contents

Section 162(m) limits the deductibility by a company of compensation in excess of $1 million paid to certain executive officers. Performance-based compensation that has been approved by stockholders is excluded from the $1 million limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals. We design certain awards under our equity plans (such as the performance share unit grants) to qualify as performance-based compensation that is exempt from limitations of Section 162(m) to the extent practicable. However, the deductibility of compensation depends on the timing of an executive s vesting or exercise of previously granted awards, as well as interpretations and changes in the tax laws and other factors beyond the Compensation Committee s control. For these and other reasons, including the need to maintain flexibility in compensating our executive officers in a manner designed to promote varying corporate goals, the Compensation Committee will not necessarily limit executive compensation to that which is deductible under Section 162(m).

Section 280G of the Code prohibits the deduction of any excess parachute payment. Benefits payable under the change in control agreements entered into with certain of our executives, including all of our named executive officers, as well as accelerated vesting under restricted stock and performance share unit awards could result in excess parachute payments that are not deductible by us. For more information regarding amounts payable and benefits available upon the occurrence of a change in control, see Executive Compensation Potential Payments Upon Termination or Change in Control.

2014 Executive Compensation Decisions

Long-Term Equity Incentive Compensation

In November 2013, the Compensation Committee approved grants of restricted stock with time-based vesting conditions and performance share units to our executive officers for the 2014 service period. The long-term incentive awards were allocated between award types as reflected below:

Pursuant to SEC rules, the long-term equity incentive awards granted in November 2013 for the 2014 service period are disclosed as 2013 compensation in the Summary Compensation Table and are reported in the Grants of Plan-Based Awards table included in this proxy statement. These awards are described in greater detail below.

Restricted Stock Awards

In November 2013, the Compensation Committee approved grants of restricted stock with time-based vesting conditions to our executive officers for the 2014 service period. The following table sets forth the number of shares of restricted stock with time-based vesting awarded in November 2013 for the 2014 service period to each of the named executive officers, which will vest in three equal installments on December 15 of 2014, 2015 and 2016 (or the first business day thereafter if December 15 falls on a Saturday or Sunday), subject to continued employment.

Table of Contents

Name	Number of Shares of Restricted Stock with Time-Based Vesting
Michael C. Jennings	66,168
Douglas S. Aron	17,646
David L. Lamp (1)	24,264
George J. Damiris	8,271
James M. Stump	7,170

(1) In connection with his resignation as Executive Vice President and Chief Operating Officer effective February 28, 2014, Mr. Lamp forfeited this restricted stock award in its entirety.

Each executive officer has the right to receive dividends and other distributions paid with respect to such shares of restricted stock.

Performance Share Unit Awards

In November 2013, the Compensation Committee granted performance share unit awards to our executive officers for the 2014 service period. Each executive officer that received performance share unit awards was granted a target number of performance share units, which was determined in the same manner as previously described for the performance share unit awards granted in November 2012 for the 2013 service period. The following table sets forth the target performance share unit awards granted to the named executive officers in November 2013 for the 2014 service period.

Name	Target Number of Performance Share Units Granted
Michael C. Jennings	66,168
Douglas S. Aron	17,646
David L. Lamp (1)	24,264
George J. Damiris	8,271
James M. Stump	7,170

(1) In connection with his resignation as Executive Vice President and Chief Operating Officer effective February 28, 2014, Mr. Lamp forfeited this performance share unit award in its entirety.

The Compensation Committee determined that performance metrics for the November 2013 grants would consist of return on capital employed and total shareholder return during the performance period as measured against that of the 2014 incentive peer group. The 2014 incentive peer group consists of the following companies:

Alon USA Energy, Inc.	Tesoro Corporation
Delek U.S. Holdings, Inc.	Valero Energy Corp.
Marathon Petroleum Corporation	Western Refining Company
PBF Energy Corporation	

The companies included in the 2014 incentive peer group are the same companies included in the 2013 incentive peer group, except that Phillips 66 Corporation has been replaced by PBF Energy Corporation since PBF Energy Corporation is more comparable to us in size and scope of operations.

Table of Contents

The performance period for the performance unit awards runs from October 1, 2013 through September 30, 2016. The executive officers that received performance share unit awards in November 2013 for the 2014 service period have the right to receive dividends and other distributions with respect to such performance share units based on the target level of payout, and these dividends are paid at approximately the same time as dividends are received by our common stockholders.

For the performance share unit awards granted in November 2013 for the 2014 service period, calculation of the performance metrics is generally made in the same manner as for the performance unit awards granted in November 2012 for the 2013 service period. The actual number of performance share units earned at the end of the performance period will be determined in the same manner as the performance share unit awards granted in November 2012 for the 2013 service period.

An executive officer that received performance share unit awards in November 2013 for the 2014 service period must be employed by us on December 15, 2016 (or the first business day thereafter if such date falls on a Saturday or Sunday) to receive payment of the earned performance share unit awards, except as described below in Executive Compensation Potential Payments Upon Termination or Change in Control. Earned performance share unit awards will be paid in the form of fully vested shares of our common stock.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the HollyFrontier Corporation Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Members of the Compensation Committee

Douglas Y. Bech *Chairman*	Buford P. Berry	Leldon E. Echols	Robert G. McKenzie	Franklin Myers

Table of Contents

EXECUTIVE COMPENSATION

The following executive compensation tables and related information are intended to be read together with the more detailed disclosure regarding our executive compensation program presented under the caption Compensation Discussion and Analysis above.

Summary Compensation Table

The following table provides information regarding the compensation of our named executive officers.

Name and Principal Position(1)	Year	Salary(2)	Bonus(3)	Stock Awards(4)	Non-Equity Incentive Plan Compensation(5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(6)	All Other Compensation(7)	Total
Michael C. Jennings	2013	$990,000		$ 6,690,127	$2,364,204		$339,444	$ 10,383,775
Chief Executive Officer and President	2012	920,000		11,310,706	2,318,000		474,398	15,023,104
	2011	400,000		200,038	1,500,000		148,099	2,248,137
Douglas S. Aron	2013	$530,000	$ 25,000	$ 1,784,155	$ 769,136		$165,961	$ 3,274,252
Executive Vice President and Chief	2012	475,000		3,632,240	665,000		454,755	5,226,995
Financial Officer	2011	197,500	100,000	200,038	456,225		88,557	1,042,320
David L. Lamp (8)	2013	$700,000		$ 2,453,289	$1,194,800		$593,147	$ 4,941,236
Executive Vice President and Chief	2012	650,000		4,882,620	1,213,000	$107,734	973,520	7,826,874
Operating Officer	2011	573,800	$140,348	1,385,507	883,652	196,328	14,700	3,194,335
George J. Damiris	2013	$435,000	$115,000	$ 836,266	$ 369,054		$ 94,245	$ 1,849,565
Senior Vice President, Supply and	2012	394,385	125,000	1,427,697	381,000		134,756	2,462,838
Marketing	2011	342,400	231,560	849,388	205,440		26,950	1,655,738
James M. Stump	2013	$390,000	$ 64,000	$ 724,946	$ 303,303		$105,974	$ 1,588,223
Senior Vice President, Refinery Operations								

(1) For 2011, the compensation reported for Mr. Jennings and Mr. Aron only reflects the compensation paid by us following the merger with Frontier, and as a result, the 2011 compensation for Mr. Jennings and Mr. Aron does not include salary paid by, or equity awards granted by, Frontier prior to the merger.

As a result of certain changes to our grant timing practices adopted by the Compensation Committee during 2012, our executive officers received two grants of long-term equity incentive awards during 2012 (a) one for the 2012 year, granted in February 2012, and (b) one for the 2013 year, granted in November 2012. The awards for the 2013 year are described above in the section titled Compensation Discussion and Analysis 2013 Executive Compensation Decisions Long-Term Equity Incentive Compensation. Because the awards for the 2013 year were granted during 2012, they are reported in the Stock Awards column of the Summary Compensation Table for 2012 rather than 2013, in accordance with SEC rules, for named executive officers who were also named executive officers in 2012. As a result of this reporting requirement, the amount of compensation awarded to our named executive officers for 2012 is overstated. Long-term equity incentive awards granted in November 2013 for the 2014 year are reported in the Stock Awards column of the Summary Compensation Table for 2013, in accordance with SEC rules. The awards for the 2014 year are described above in the section titled Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Equity Incentive Compensation.

(2) For 2011, salary paid to Mr. Jennings and Mr. Aron only reflects the salary paid by us. From January 1, 2011 through June 30, 2011, Mr. Jennings and Mr. Aron received salaries of $400,000 and $197,500, respectively, from Frontier.

51

(3) Represents discretionary bonus, if any, paid pursuant to the individual performance metric under our annual incentive cash compensation program. Other payments made pursuant to the annual incentive program are included in the Non-Equity Incentive Plan Compensation column. For 2013, includes a special one-time cash performance bonus paid to Mr. Aron ($25,000), Mr. Damiris ($50,000) and Mr. Stump ($10,000) in recognition of their extraordinary efforts and contributions to us in 2013.

(4) Represents the aggregate grant date fair value of awards of restricted stock and performance share units made in the year indicated, calculated in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, *Compensation Stock Compensation*, and does not reflect the actual value that may be ultimately realized by the executive. See Note 6 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of the assumptions used in determining the FASB ASC Topic 718 grant date fair value of these awards.

For 2011, stock awards granted to Mr. Jennings and Mr. Aron only reflect the awards granted by us following the completion of the merger. Please refer to note 1 to the Summary Compensation Table for information regarding the stock awards reported for 2012.

Because the awards for the 2014 year were granted in November 2013, they are reported in the Stock Awards column of the Summary Compensation Table for 2013 rather than 2014, in accordance with SEC rules.

With respect to performance share units awarded in November 2013, in accordance with SEC rules and FASB ASC Topic 718, the performance share units are subject to a market condition (the total shareholder return (TSR) performance metric) and a performance condition (the return on capital employed (ROCE) performance metric). For purposes of determining the grant date fair value of the November 2013 performance share units reported in the table above, we have assumed an aggregate settlement of 123%, which includes a settlement of 48% of the TSR portion of the award and 75% of the ROCE portion of the award. If the ROCE portion of the award was settled at the maximum payout level of 200% (resulting in settlement of the aggregate award in an amount equal to 148%), the grant date fair value of the performance share unit awards would be as follows: Mr. Jennings, $4,440,085; Mr. Aron, $1,184,103; Mr. Lamp, $1,628,192; Mr. Damiris, $555,011; and Mr. Stump, $481,130. The maximum payout of the awards, however, could be up to 200%.

For additional information regarding the awards granted in 2013 for the 2014 year, see Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Equity Incentive Compensation, Grants of Plan-Based Awards, and Outstanding Equity Awards at Fiscal Year End.

(5) For 2013, (a) represents awards made pursuant to the annual incentive cash compensation program other than with respect to the individual performance component and (b) does not include the special one-time cash performance bonuses. Amounts paid pursuant to the individual performance component of the annual incentive cash compensation program and the special one-time cash performance bonus amounts are included in the Bonus column. For 2013, reflects a discretionary reduction in the awards that otherwise would have been paid to Mr. Jennings and Mr. Lamp pursuant to the actual payout percentages disclosed on page 44 as a result refinery reliability being below expectations in 2013. Mr. Jennings award was reduced by $150,000, and Mr. Lamp s award was reduced by $75,000. The 2013 awards are described in more detail in Compensation Discussion and Analysis 2013 Executive Compensation Decisions Annual Incentive Cash Compensation.

(6) For 2013, no amounts are reported with respect to the Retirement Plan, which was liquidated in June 2013. In addition, no amounts are reported with respect to the Restoration Plan, since the aggregate change in the actuarial present value of Mr. Lamp s accumulated benefits under the Restoration Plan was negative. Specifically, the change in the actuarial present value of Mr. Lamp s accumulated benefit in the Restoration Plan was $(11,082). None of our other named executive officers participate in the Restoration Plan.

During 2013, earnings on the named executive officers respective accounts under the NQDC Plan did not exceed 120% of the applicable long-term federal rate (2.60%). As a result, no above market or preferential

Table of Contents

earnings were paid to the named executive officers in 2013 and, therefore, none of the earnings received by the named executive officers under the NQDC Plan during 2013 are included in this table.

(7) Includes compensation as described under All Other Compensation below.

(8) Mr. Lamp resigned as Executive Vice President and Chief Operating Officer effective February 28, 2014. In connection with his resignation, Mr. Lamp forfeited the unvested portions of the awards reported in the Stock Awards column.

All Other Compensation

The table below describes the components of compensation for 2013 included in the All Other Compensation column in the Summary Compensation Table above.

Name	401(k) Plan Retirement Contribution	401(k) Plan Company Matching Contribution	Transition Benefit	NQDC Plan Company Matching Contribution	NQDC Plan Retirement Contribution	Perquisites (1)	Tax Reimbursements (2)	Total
Michael C. Jennings	$ 10,200	$ 15,300		$ 185,855	$ 123,903		$ 4,186	$ 339,444
Douglas S. Aron	13,388	15,300		64,072	56,063	$ 17,138		165,961
David L. Lamp	13,388	15,300	$ 378,729	98,319	86,029		1,382	593,147
George J. Damiris	10,200	15,300		39,813	26,542		2,390	94,245
James M. Stump	18,200	15,300		30,095	42,326		53	105,974

(1) For Mr. Aron, includes $16,838 for monthly club dues and $300 for a Company-paid reserved parking spot.

The value of the perquisites provided to our other named executive officers in 2013 did not exceed $10,000 in the aggregate, and therefore are not included in the table above or described in this footnote.

(2) For Mr. Jennings and Mr. Damiris, represents tax payments made on family travel on our aircraft for business purposes.

For Mr. Lamp, represents tax payments made for business travel on our aircraft that had a personal element.

For Mr. Stump, represents reimbursements for taxes owed on the portion of the retirement contributions made on behalf of Mr. Stump to the NQDC Plan and that would have otherwise been made to the 401(k) Plan had Mr. Stump not exceeded the Internal Revenue Service limits on contributions to the 401(k) Plan.

Grants of Plan-Based Awards

The following table provides information about plan-based awards granted to our named executive officers under our equity and non-equity incentive plans during 2013. The equity awards reported below were granted in November 2013 for the 2014 year and are reported in this table as 2013 compensation in accordance with SEC rules. These awards are described in greater detail above under Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Incentive Compensation. Annual equity awards are made once each year in the fourth quarter of the year preceding the year to which the annual award relates in order to align the timing of the long-term equity incentive award grants with the timing of the other compensation decisions made for our executive officers. In accordance with SEC rules, the equity awards granted in November 2012 for the 2013 year were previously reported as 2012 compensation in the Grants of Plan-Based Awards table contained in our proxy statement filed with the SEC on March 28, 2013.

In this table, awards are abbreviated as AICP for the annual incentive cash compensation program, as RSA for restricted stock awards, and PUA for performance share unit awards. The restricted stock and performance shares units granted to our named executive officers were granted to the former Holly executives under the LTIP and the former Frontier executives under the Omnibus Plan.

Table of Contents

Name	Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Threshold	Target	Maximum	Estimated Future Payouts Under Equity Incentive Plan Awards (2) Threshold	Target	Maximum	All other Stock Awards: Number of Shares of Stock or Units (3)	Grant Date Fair Value of Stock Awards (4)
Michael C. Jennings	AICP		$ 693,000	$ 1,386,000	$ 2,772,000					
	RSA	11/12/13							66,168	$ 3,000,057
	PUA	11/12/13				33,084	66,168	132,336		3,690,070
Douglas S. Aron	AICP		$ 212,000	$ 424,000	$ 848,000					
	RSA	11/12/13							17,646	$ 800,070
	PUA	11/12/13				8,823	17,646	35,292		984,086
Dave L. Lamp (5)	AICP		$ 350,000	$ 700,000	$ 1,400,000					
	RSA	11/12/13							24,264	$ 1,100,130
	PUA	11/12/13				12,132	24,264	48,528		1,353,160
George J. Damiris	AICP		$ 140,400	$ 208,800	$ 417,600					
	RSA	11/12/13							8,271	$ 375,007
	PUA	11/12/13				4,136	8,271	16,542		461,259
James M. Stump	AICP		$ 85,800	$ 171,600	$ 343,200					
	RSA	11/12/13							7,170	$ 325,088
	PUA	11/12/13				3,585	7,170	14,340		399,858

(1) Represents the potential payouts for awards granted under our annual incentive cash compensation program, which were subject to achieving certain performance targets. Amounts reported (a) in the Threshold column reflect 50% of the named executive officer s target award opportunity (other than the portion, if any, attributable to individual performance) under the annual incentive cash compensation program, which, in accordance with SEC rules, is the minimum amount payable for a certain level of performance under the award, (b) in the Target column reflect 100% of the named executive officer s target award opportunity (other than the portion, if any, attributable to individual performance) under the annual incentive cash compensation program, which is the target amount payable under the award, and (c) in the Maximum column reflect 200% of the named executive officer s target award opportunity (other than the portion, if any, attributable to individual performance) under the annual incentive cash compensation program, which is the maximum amount payable under the award. If less than minimum levels of performance are attained with respect to the financial measures and environmental, health and safety measures metrics under the annual incentive cash compensation program, then 0% of the named executive officer s target award opportunity (other than the portion, if any, attributable to individual performance) will be earned.

The performance targets and target awards are described under Compensation Discussion and Analysis 2013 Executive Compensation Decisions Annual Incentive Cash Compensation. Amounts reported do not include amounts potentially payable with respect to the discretionary individual performance portion of the awards for Mr. Damiris and Mr. Stump. The amount actually paid with respect to the individual performance portion of the award is reported in the Bonus column of the Summary Compensation Table for 2013, and the amount actually paid with respect to the awards reported in this table is reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table for 2013.

(2) Represents the potential number of performance share units payable under the LTIP or the Omnibus Plan, as applicable. Amounts reported (a) in the Threshold column reflect 50% of the target number of performance share units awarded to each named executive officer, which, in accordance with SEC rules, is the minimum amount payable for a certain level of performance under the performance share unit awards, (b) in the Target column reflect 100% of the target number of performance share units awarded to each named executive officer, which is the target amount payable under the performance share unit awards, and (c) in the Maximum column reflect 200% of the target number of performance share units awarded to each named executive officer, which is the maximum amount payable under the performance share unit awards. If less than minimum levels of performance are attained with respect to the return on capital employed and total shareholder return performance metrics applicable to the performance unit awards, then 0% of the target number of performance share units awarded will be earned.

The number of shares actually delivered at the end of the performance period may vary from the target number of performance share units, based on our achievement of the specific performance measures. Performance targets and target awards for the awards reported above are described under Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Equity Incentive Compensation.

Table of Contents

(3) Represents shares of restricted stock subject to time-based vesting conditions granted under the LTIP or the Omnibus Plan, as applicable. The terms of these grants are described under Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Equity Incentive Compensation.

(4) Represents the grant date fair value determined pursuant to FASB ASC Topic 718, based on the closing price of our common stock on the grant date. The closing price of our common stock on November 12, 2013 was $45.34. With respect to the performance share units, amounts reflect an aggregate probable settlement percentage of 123% for the performance share units. See note 4 to the Summary Compensation Table for additional information regarding the aggregate probable settlement percentage calculation.

(5) The restricted stock award and the performance share unit award reported in this table for Mr. Lamp were forfeited in their entirety in connection with his resignation as our Executive Vice President and Chief Operating Officer effective February 28, 2014.

Outstanding Equity Awards at Fiscal Year End

The following table provides the number and value of outstanding equity awards held by our named executive officers as of December 31, 2013, including awards that were granted prior to 2013. The value of these awards was calculated based on a price of $49.69 per share, the closing price of our common stock on December 31, 2013.

Under SEC rules, the number and value of performance share units reported is based on the number of shares payable at the end of the performance period assuming the maximum level of performance is achieved. In this table, awards are abbreviated as RSA for restricted stock awards and PUA for performance share unit awards. The provisions applicable to these awards upon certain terminations of employment and/or a change in control are described below in the section titled Potential Payments upon Termination or Change in Control.

Name	Award Type	Number of Shares Or Units of Stock That Have Not Vested (1)(2)(3)	Market Value of Shares or Units Of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (4)	Equity Incentive Plan Awards: Market or Payout Value Of Unearned Shares, Units or Other Rights That Have Not Vested
Michael C. Jennings	RSA PUA	225,945	$ 11,227,207	384,120	$ 19,086,922
Douglas S. Aron	RSA PUA	66,709	3,314,770	116,400	5,783,916
David L. Lamp (5)	RSA PUA	50,886	2,528,525	157,482	7,825,281
George J. Damiris	RSA PUA	16,337	811,786	48,012	2,385,716
James M. Stump	RSA PUA	31,172	1,548,937	43,392	2,156,148

(1) For Mr. Jennings, Mr. Aron and Mr. Stump, includes restricted stock granted by Frontier prior to the merger under the Omnibus Plan. In connection with the merger this plan was assumed by us and the Frontier restricted stock was converted, in accordance with the merger exchange ratio, into restricted shares of our common stock. Includes the following award:

restricted stock granted in March 2011 to Mr. Jennings (67,354), Mr. Aron (20,206) and Mr. Stump (11,546), of which one quarter vested on March 13, 2012, one quarter vested on March 13, 2013 and the remaining one half vested on March 13, 2014.

(2) Includes the following restricted stock awards granted by us:

in February 2012 to Mr. Jennings (65,445), Mr. Aron (21,816), Mr. Lamp (29,088), Mr. Damiris (7,272) and Mr. Stump (7,272), of which one third vested on December 15, 2012, one third vested on December 15, 2013 and the remaining one third vests on December 15, 2014 (or, in each case, the first business day thereafter if such date is a Saturday or a Sunday);

in November 2012 to Mr. Jennings (60,447), Mr. Aron (18,738), Mr. Lamp (25,389), Mr. Damiris (8,463) and Mr. Stump (7,254), of which one third vested on December 15, 2013, one third vests on December 15, 2014 and the remaining one third vests on December 15, 2015 (or, in each case, the first business day thereafter if such date is a Saturday or a Sunday); and

in November 2013 to Mr. Jennings (66,168), Mr. Aron (17,646), Mr. Lamp (24,264), Mr. Damiris (8,271) and Mr. Stump (7,170), of which one third vests on December 15, 2014, one third vests on December 15, 2015 and the remaining one third vests on December 15, 2016 (or, in each case, the first business day thereafter if such date is a Saturday or a Sunday).

(3) For Mr. Jennings, Mr. Aron and Mr. Stump, includes stock unit awards granted by Frontier prior to the merger under the Omnibus Plan. This plan was assumed by us in the merger and the awards were converted, in accordance with the merger exchange ratio, into the right to receive shares of our common stock. Includes the following award (the amounts included in the parentheticals reflect the target number of stock units subject to each award):

stock units granted in March 2011 to Mr. Jennings (67,354), Mr. Aron (20,206), and Mr. Stump (11,546). The performance period was January 1, 2011 to December 31, 2013. Within 90 days following the end of the performance period and provided the recipient remains employed on the payment date, the awards are settled in fully vested shares of our common stock based upon our total stockholder return compared to the total stockholder return of a comparator group comprised of Valero Energy Corporation, Tesoro Corporation, Western Refining, Inc. and Alon USA Energy, Inc., in accordance with the following table:

Total Stockholder Return vs. Comparator Group	**Award Level**	**Units Earned as a % of Target**
<0.80	< Threshold	0%
0.80	Threshold	75%
1.05	Target	100%
1.30	Maximum	125%

In the fourth quarter of 2013, pursuant to the terms of the award agreement evidencing the stock units, the Compensation Committee decided to exclude CVR Energy, Inc., which was previously included in the comparator group, due to the fact that CVR Energy, Inc. is controlled by, and consolidated with, an affiliate of Icahn Enterprises.

In January 2014, the Compensation Committee determined that the ratio of our total stockholder return compared to the total stockholder return of the comparator group was 1.0, and Mr. Jennings, Mr. Aron and Mr. Stump were paid shares of our common stock equal to 95% of the target stock unit shares granted to each of them. Because these awards were subject only to continued service requirements following December 31, 2013, in accordance with SEC rules, they are not reported as equity incentive plan awards in the above table and the actual number of earned shares is included in the column titled Number of Shares or Units of Stock That Have Not Vested.

(4) Includes performance share units awarded as follows (the amounts included in the parentheticals reflect the target number of performance share units subject to each award):

in February 2012 to Mr. Jennings (65,445), Mr. Aron (21,816), Mr. Lamp (29,088), Mr. Damiris (7,272) and Mr. Stump (7,272), with a performance period that ends on September 30, 2014 and a service period that ends on December 15, 2014 (or the first business day thereafter if such date is a Saturday or a Sunday);

in November 2012 to Mr. Jennings (60,447), Mr. Aron (18,738), Mr. Lamp (25,389), Mr. Damiris (8,463) and Mr. Stump (7,254), with a performance period that ends on September 30, 2015 and a service period that ends on December 15, 2015 (or the first business day thereafter if such date is a Saturday or a Sunday); and

Table of Contents

in November 2013 to Mr. Jennings (66,168), Mr. Aron (17,646), Mr. Lamp (24,264), Mr. Damiris (8,271) and Mr. Stump (7,170), with a performance period that ends on September 30, 2016 and a service period that ends on December 15, 2016 (or the first business day thereafter if such date is a Saturday or a Sunday).

For each of these awards, the number of shares of common stock payable is determined by comparing our performance in return on capital employed and total shareholder return to a peer group over the performance period. The Compensation Committee determines our performance percentage as compared to the peer group for each performance measure and multiplies the average of the performance percentages by twice the target number of performance share units awarded.

(5) Mr. Lamp forfeited his unvested restricted stock awards and performance share unit awards in connection with his resignation as Executive Vice President and Chief Operating Officer of the Company effective February 28, 2014.

Option Exercises and Stock Vested

The following table provides information about the vesting in 2013 of restricted stock, stock unit and performance share unit awards held by the named executive officers. No options were outstanding in 2013.

The value realized from the vesting of restricted stock, stock unit or performance share unit awards is equal to the closing price of our common stock on the vesting date (or, if the vesting date is not a trading day, on the trading day immediately following the vesting date, unless provided otherwise by the applicable award agreement), multiplied by the number of shares acquired on vesting. The value is calculated before payment of any applicable withholding or other income taxes.

	Stock Awards	
Name	**Number of Shares Acquired on Vesting**	**Value Realized Upon Vesting**
Michael C. Jennings	112,359	$5,435,199
Douglas S. Aron	39,917	1,926,861
David L. Lamp (1)	52,536	2,505,967
George J. Damiris (2)	22,328	1,065,046
James M. Stump	7,728	381,324

(1) Includes 27,016 shares of common stock issued to Mr. Lamp on December 16, 2013 following the Compensation Committee s certification that the applicable performance standards for the 16,206 performance share units granted to Mr. Lamp in May 2011 had been met (based on a performance percentage of 166.7%).

(2) Includes 11,379 shares of common stock issued to Mr. Damiris on December 16, 2013 following the Compensation Committee s certification that the applicable performance standards for the 6,826 performance share units granted to Mr. Damiris in May 2011 had been met (based on a performance percentage of 166.7%).

Pension Benefits

Prior to his resignation on February 28, 2014, Mr. Lamp was the only named executive officer who participated in the Retirement Plan and the Restoration Plan. Until January 1, 2012, Holly employees hired prior to 2007 and not subject to a collective bargaining agreement were eligible to participate in the Retirement Plan. Effective January 1, 2012, participants in the Retirement Plan and

Table of Contents

Restoration Plan, who are not subject to a collective bargaining agreement (including Mr. Lamp), were no longer accruing additional benefits, and as of May 1, 2012, all participants in these plans ceased accruing additional benefits.

In connection with the cessation of benefit accruals under the Retirement Plan and the Restoration Plan, we adopted a Transition Benefit Plan pursuant to which non-union participants are provided a transition benefit for a period of three years, beginning in 2012. For executive officers, the transition benefit is paid in the form of a transition benefit contribution to the NQDC Plan. For additional information regarding these transition benefit contributions, see the narrative preceding the Non-Qualified Deferred Compensation below.

Retirement Plan

As of June 2013, the Retirement Plan has been liquidated. The amounts set forth in the Payments During Last Fiscal Year column in the table below show the amount of retirement benefits paid to Mr. Lamp pursuant to the Retirement Plan liquidation. These amounts were paid in the form of a lump sum distribution, and Mr. Lamp is not owed any additional benefits under the Retirement Plan.

The Retirement Plan was a tax-qualified defined benefit retirement plan. The dollar amount of benefits accrued under the Retirement Plan was based upon a participant s compensation, age and length of service. Under the Retirement Plan, a participant s highest average monthly compensation, including base salary or base pay and any quarterly bonuses, during a consecutive 36-month period of employment is the participant s Plan Compensation.

Upon normal retirement following a participant s attainment of age 65, a participant was entitled to a life annuity with monthly pension payments equal to (a) 1.6% of the participant s Plan Compensation multiplied by the participant s total years of credited benefit service, minus (b) 1.5% of the participant s primary Social Security benefit multiplied by the participant s total years of credited service (but not to exceed 45% of such Social Security benefits). Accrued benefits under the Retirement Plan were frozen based on pay and service at the close of business on December 31, 2011. The Retirement Plan also provided for benefits upon early retirement (age 50 and at least 10 years of service or age 55 and at least 3 years of service) and late retirement, as well as providing accelerated deferred vested benefits, disability benefits and death benefits. Instead of the normal form of payment, participants could also elect to receive their accrued benefits in the form of a life annuity with a period certain, a contingent annuity, or a lump sum.

Benefits up to limits set by the Internal Revenue Code are funded by our contributions to the Retirement Plan, with the annual contribution amounts determined on an actuarial basis. The Internal Revenue Code limits the annual benefits that can be paid from, as well as the compensation that can be taken into account in computing benefits under, pension plans such as the Retirement Plan.

Restoration Plan

The Restoration Plan is an unfunded non-qualified plan that provides supplemental retirement benefits to certain highly compensated individuals who participate in the plan. As of January 1, 2012, participants in the Restoration Plan are no longer accruing additional benefits.

The supplemental retirement benefits under the Restoration Plan are provided so that the total retirement benefits for the participants are maintained at the levels contemplated in our Retirement Plan before application of Internal Revenue Code limitations. Specifically, the amount of benefits

Table of Contents

payable under our Restoration Plan is equal to a participant s benefit payable in the form of a life annuity calculated under the Retirement Plan without regard to the Internal Revenue Code limitations less the amount of the Retirement Plan benefit that can be paid under the Retirement Plan after application of Internal Revenue Code limits.

Benefits under our Restoration Plan are generally payable in the same form and at the same time as the participant s benefits under the Retirement Plan for benefits earned through 2004 (pre-409A benefits), and as a lump sum for benefits earned after 2004 (post-409A benefits). Because Mr. Lamp is over age 50 and has more than 10 years of service, he was eligible for early retirement as of December 31, 2013. His early retirement benefits under the Restoration Plan, potentially payable beginning January 1, 2014, are estimated to be $2,617 per month payable for his lifetime or $471,377 payable as a lump sum. A portion of the $2,617 monthly benefit payable to Mr. Lamp under the Restoration Plan is attributable to post-409A benefits and, therefore, will be paid in a lump sum and not as a monthly benefit.

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit (1)	Payments During Last Fiscal Year
Michael C. Jennings	Retirement Plan			
	Retirement Restoration Plan			
Douglas S. Aron	Retirement Plan			
	Retirement Restoration Plan			
David L. Lamp	Retirement Plan	8.00		$351,393
	Retirement Restoration Plan	8.00	$427,898	
George J. Damiris	Retirement Plan			
	Retirement Restoration Plan			
James M. Stump	Retirement Plan			
	Retirement Restoration Plan			

(1) The actuarial present value of the accumulated benefits under the Restoration Plan has been calculated using the same assumptions as used for financial reporting purposes (which are discussed further in Note 17 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013), except the payment date was assumed to be age 62 rather than age 65. The earliest age at which a benefit can be paid with no benefit reduction under the Restoration Plan is age 62. In addition, the material assumptions used for these calculations include the following:

Discount Rate	4.40%
Mortality Table	2013 IRS Prescribed Mortality-Static Annuitant, male and female

Non-Qualified Deferred Compensation

In 2013, all of the named executive officers participated in the NQDC Plan. The NQDC Plan is a non-qualified plan (*i.e.*, not qualified under Section 401 of the Internal Revenue Code) that functions as a spill-over plan, allowing key employees to defer tax on income in excess of Internal Revenue Code limits on defined contribution plan contributions. For 2013, the annual deferral contribution limit under the 401(k) Plan was $17,500, and the annual compensation limit was $255,000. Deferral elections made by eligible employees under the NQDC Plan apply to the total amount of eligible earnings the eligible employees choose to contribute to both the 401(k) Plan and the NQDC Plan. Once eligible employees reach the Internal Revenue Code limits on contributions under the 401(k) Plan, contributions automatically begin being contributed to the NQDC Plan. Federal and state income taxes are generally not payable on income deferred under the NQDC Plan until funds are withdrawn.

Table of Contents

Eligible executives may make salary deferral contributions between 1% and 50% of their eligible earnings. Eligible earnings include base pay, bonuses and overtime, but exclude extraordinary pay such as severance, accrued vacation, equity compensation, and certain other items. Eligible participants are required to make catch-up contributions to the 401(k) Plan before any contributions are made to the NQDC Plan. For 2013, the catch-up contribution limit was $5,500. Deferral elections are irrevocable for an entire plan year and must be made prior to December 31 immediately preceding the plan year. Elections will carry over to the next plan year unless changed or otherwise revoked.

Participants in the NQDC Plan are eligible to receive a matching contribution with respect to their elective deferrals made up to 6% of the participant s eligible earnings for the plan year in excess of the limits under Section 401(k) of the Internal Revenue Code. These matching contributions are 100% vested at all times. In addition, participants are eligible for a retirement contribution ranging from 3% to 8% of the participant s eligible earnings for the plan year in excess of the limits under Section 401(k) of the Internal Revenue Code, based on years of service, as follows:

Years of Services	**Retirement Contribution (as percentage of eligible compensation)**
Less than 5 years	3%
5 to 10 years	4%
10 to 15 years	5.25%
15 to 20 years	6.5%
20 years and over	8%

These retirement contributions are subject to a three-year cliff vesting period, and will become fully vested in the event of the participant s death or a change in control. Participants may also receive nonqualified nonelective contributions under the NQDC Plan, which contributions may be subject to a vesting schedule determined at the time the contributions are made.

Participants in the Retirement Plan whose benefit accruals ceased as of the close of business on December 31, 2011 are also eligible to receive a transition benefit contribution under the NQDC Plan for plan years 2012, 2013 and 2014. The amount of the transition benefit contribution for each year is equal to the participant s eligible compensation (determined in accordance with the Transition Benefit Plan) as of December 31 of that year, multiplied by a transition benefit percentage determined based on the participant s eligible years of service as of January 1, 2012 (in the case of salaried employees) in accordance with the following table:

Years of Services	**Transition Benefit (as percentage of eligible compensation)**
Less than 5 years	10%
5 to 15 years	20%
15 to 20 years	25%
20 years and over	35%

The participant must be employed on the last day of the year (subject to certain exceptions for death or disability) in order to earn a transition benefit contribution for that year. Transition benefit contributions are 100% vested immediately. Eligible compensation used to calculate the transition benefit contribution is subject to applicable Internal Revenue Code limits ($255,000 in 2013), except that if an employee participated in the Restoration Plan, all of his or her eligible compensation will be taken into consideration in determining the transition benefit contribution. Due to Mr. Lamp s resignation as our Executive Vice President and Chief Operating Officer effective February 28, 2014, he is not eligible to receive a transition benefit contribution for 2014.

Participating employees have full discretion over how their contributions to the NQDC Plan are invested among the offered investment options, and earnings on amounts contributed to the NQDC Plan are calculated in the same manner and at the same rate as earnings on actual investments. We do not subsidize directly or indirectly a participant s earnings under the NQDC Plan. During 2013, the investment options offered under the NQDC Plan were the same as the investment options available to participants in the tax-qualified 401(k) Plan, except that the tax-qualified 401(k) Plan offers the Principal Stable Value fund and the NQDC Plan instead offers the Principal Money Market fund. Earnings for 2013 with respect to deferred compensation plan amounts invested in the Principal Money Market Fund did not exceed 120% of the applicable long-term federal rate (2.60%) and, as a result, no above market or preferential earnings were paid under the NQDC Plan for 2013. The following table lists the investment options for the NQDC Plan in 2013 with the annual rate of return for each fund:

Investment Funds	Rate of Return
AllianzGI NFJ Small Cap Value I Fund	32.06%
American Century Mid-Cap Value Instl Fund	30.26%
Buffalo Small Cap Fund	44.15%
Columbia Acorn International Z Fund	22.33%
Columbia Acorn Z Fund	30.90%
Fidelity Contrafund Fund	34.15%
Fidelity Low-Priced Stock Fund	34.31%
Harbor Capital Appreciation Instl Fund	37.66%
LargeCap S&P 500 Index Instl Fund	32.06%
MidCap S&P 400 Index Instl Fund	33.13%
Money Market Inst Fund	
Oppenheimer Developing Markets Institutional Fund	8.85%
PIMCO Total Return Instl Fund	-1.92%
PIMCO All Asset All Authority Instl Fund	-5.47%
SmallCap S&P 600 Index Instl Fund	40.90%
T. Rowe Price Retirement Income Fund	9.15%
T. Rowe Price Retirement 2005 Fund	9.74%
T. Rowe Price Retirement 2010 Fund	11.93%
T. Rowe Price Retirement 2015 Fund	15.18%
T. Rowe Price Retirement 2020 Fund	18.05%
T. Rowe Price Retirement 2025 Fund	20.78%
T. Rowe Price Retirement 2030 Fund	23.09%
T. Rowe Price Retirement 2035 Fund	24.86%
T. Rowe Price Retirement 2040 Fund	25.93%
T. Rowe Price Retirement 2045 Fund	25.93%
T. Rowe Price Retirement 2050 Fund	25.90%
T. Rowe Price Retirement 2055 Fund	25.86%
Thornburg International Value R6 Fund	15.86%
Vanguard Equity-Income Adm. Fund	30.19%
Vanguard Total Bond Market Index Signal Fund	-2.15%
Vanguard Total Intl Stock Index Signal Fund	15.14%

Table of Contents

Benefits under the NQDC Plan may be distributed upon the earliest to occur of a separation from service (subject to a six month payment delay for certain specified employees under Section 409A of the Internal Revenue Code), the participant s death, a change in control or a specified date selected by the participant in accordance with the terms of the NQDC Plan. Benefits are distributed from the NQDC Plan in the form of a lump sum payment or, in certain circumstances if elected by the participant, in the form of annual installments for up to a five year period.

Non-Qualified Deferred Compensation Table

The following table provides information regarding contributions to, and the year-end balances of, the NQDC Plan for the named executive officers in 2013.

Name	Executive Contributions (1)	Company Contributions (2)	Aggregate Earnings	Aggregate Withdrawals/ Distributions	Aggregate Balance at December 31, 2013 (3)
Michael C. Jennings	$ 217,181	$ 309,759	$ 216,548		$ 1,546,720
Douglas S. Aron	61,872	120,135	78,305		575,944
David L. Lamp	96,119	563,077	(115,999)		1,500,277
George J. Damiris	166,211	66,355	58,368		451,301
James M. Stump	27,895	72,421	96,711		314,216

(1) The amounts reported were deferred at the election of the named executive officers and are also included in the amounts reported in the Salary, Bonus and Non-Equity Incentive Plan Compensation columns of the Summary Compensation Table for 2013.

(2) These amounts are included in the Summary Compensation Table in 2013 in the All Other Compensation column for the named executive officers.

(3) The aggregate balance for each named executive officer reflects the cumulative value, as of December 31, 2013, of the executive and company-provided contributions to the NQDC Plan to the named executive officer s account, and any earnings on these amounts, since the named executive officer began participating in the NQDC Plan. Amounts reported by Mr. Jennings, Mr. Aron and Mr. Stump in the NQDC Plan prior to the effective time of the merger with Frontier were distributed to them at the effective time of the merger, and Mr. Jennings, Mr. Aron and Mr. Stump began accumulating new balances in the NQDC Plan in 2011 following the effective time of the merger. The other named executive officers began participating in the NQDC Plan in 2012. We previously reported executive and company contributions for Mr. Jennings, Mr. Aron, Mr. Lamp and Mr. Damiris in the Summary Compensation Table in the following aggregate amounts: (i) Mr. Jennings - $72,000 (for 2011) and $661,306 (for 2012), (ii) Mr. Aron - $35,550 (for 2011) and 224,592 (for 2012), (iii) Mr. Lamp - $951,561 (for 2012), and (iv) Mr. Damiris - $159,258 (for 2012).

Potential Payments Upon Termination or Change in Control

We have agreements with our executive officers and maintain various benefit plans that provide for severance compensation or accelerated vesting in the event of certain terminations of employment, including in connection with a change in control. Some of these agreements and plans were assumed by us in connection with the merger of Frontier and Holly. These agreements and plans are summarized below. Currently, none of the agreements we have with our named executive officers contain any tax reimbursement provisions in the event a named executive officer receives potential parachute payments under Section 280G of the Internal Revenue Code.

Holly Change in Control Severance Agreements

Holly entered into change in control severance agreements with Mr. Lamp and Mr. Damiris in May 2007. The initial term of these agreements expired on May 15, 2010, but was automatically

Table of Contents

extended for an additional year on that date and will continue to be automatically extended for successive one year periods unless a cancellation notice is given by us 60 days prior to the applicable expiration date. In March 2012, the Compensation Committee, pursuant to authority delegated to it by the Board, adopted a new form of change in control severance agreement for the former Holly executives (including Mr. Lamp and Mr. Damiris) in order to provide such individuals with agreements similar to those adopted for the former Frontier executive officers as described below. Each former Holly executive had the option to continue under his or her existing change in control severance agreement or to enter into the new change in control severance agreement and terminate the existing change in control severance agreement. Each of the former Holly executives, including Mr. Lamp and Mr. Damiris, elected to continue under his existing change in control agreement at that time. In March 2013, Mr. Lamp and Mr. Damiris each entered into an amendment to his respective change in control severance agreement pursuant to which each agreed to waive the tax reimbursement provision in his change in control severance agreement.

Under these change in control agreements, an executive is not entitled to receive payments or other benefits under the agreement unless there is a change in control and the executive s employment is either terminated by us without cause, by the officer for good reason or as a condition of the transaction constituting the change in control, in each case within two years of the change in control. If the officer is entitled to payments under the change in control agreement, he or she will receive:

- an amount equal to a multiple (the severance multiplier) of (a) the greater of the officer s base salary on the date of termination or the date immediately prior to the change in control, plus (b) the officer s annual bonus amount, calculated as the average annual bonus paid to the officer for the prior three years. The severance multiplier is 2.0 for Mr. Lamp and Mr. Damiris;
- a cash payment equal to unpaid base salary and expenses and accrued vacation pay; and
- continued participation by the officer and his or her dependents in our medical and dental benefit plans for the number of years equal to the officer s severance multiplier.

Under the change in control agreements, a change in control occurs if:

- a person or group of persons becomes the beneficial owner of more than 50% of the combined voting power of our then outstanding securities or more than 50% of our outstanding common stock;
- a majority of our Board is replaced during a 12-month period by directors who were not endorsed by a majority of the previous board members;
- the consummation of a merger, consolidation or recapitalization of us or one of our subsidiaries resulting in our stockholders prior to the merger owning less than 50% of the voting power of the new merged company or a recapitalization where no one owns more than 50% of the voting power; or
- our stockholders approve a plan of complete liquidation or dissolution or an agreement for the sale or disposition of all or substantially all of our assets.

Under the change in control agreements, cause is defined as:

- the engagement in any act of willful gross negligence or willful misconduct on a matter that is not inconsequential; or

Table of Contents

the conviction of a felony.

Under the change in control agreements, good reason is defined as, without the consent of the executive:

a material reduction in the executive s (or his supervisor s) authority, duties or responsibilities;

a material reduction in the executive s base compensation; or

the relocation of the executive to an office or location more than 50 miles from the location at which the executive normally performed the executive s services, except for travel reasonably required in the performance of the executive s responsibilities.

The executive must provide notice to us of the alleged good reason event within 90 days of its occurrence and we have 30 days to cure.

Obligations of the Officer. Payments and benefits under the change in control agreements are conditioned on the execution of a general release of claims by the former officer in favor of us and our related entities and agents. In addition, the change in control agreements contain confidentiality provisions pursuant to which each executive agrees not to disclose or otherwise use our confidential information during his or her employment with us and thereafter. Violation of the confidentiality provisions entitles us to complete relief, including injunctive relief and may result in the executive being terminated for cause (provided the breach constituted willful gross negligence or misconduct on the executive s part that is not inconsequential). The agreements do not prohibit the waiver of a breach of these covenants.

HollyFrontier Change in Control Agreements

On February 21, 2012, our Board adopted a new form of change in control agreement for our current executives who were former Frontier executives. Upon entering into the new change in control agreement, the change in control severance agreements and the executive severance agreements that we assumed in connection with the merger were automatically terminated. Mr. Jennings, Mr. Aron and Mr. Stump entered into these change in control agreements with us effective February 21, 2012. In May 2012, Mr. Jennings and Mr. Aron each entered into an amendment to his respective change in control severance agreement pursuant to which each agreed to waive the tax reimbursement provision in his change in control severance agreement. Mr. Stump entered into the same amendment to his change in control severance agreement in October 2013.

The term of these change in control agreements is generally three years from the date the change in control agreement is entered into, but the term of the agreement will be automatically extended for an additional two year period beginning on the second anniversary of the date of the change in control agreement and any anniversary thereafter, unless a cancellation notice is given by us 60 days prior to the applicable expiration date.

Under the change in control agreement, an executive is not entitled to receive payments or other benefits under the agreement unless there is a change in control and the executive s employment is either terminated by us without cause, by the officer for good reason or as a condition of the transaction constituting the change in control, in each case during the six months preceding the change

Table of Contents

in control or within two years of the change in control. If the officer is entitled to payments under the change in control agreement, he or she will receive:

- an amount equal to a multiple (the severance multiplier) of (a) the greater of the officer s base salary on the date of termination or the date immediately prior to the change in control, plus (b) the officer s annual bonus amount, calculated as the average annual bonus paid to the officer for the prior three years. The severance multiplier is 3.0 for Mr. Jennings, 2.0 for Mr. Aron and 1.75 Mr. Stump;
- a cash payment equal to unpaid base salary and expenses and accrued vacation pay;
- continued participation by the officer and his or her dependents in our medical and dental benefit plans for a period of one year following the later of the date of termination of the date of the change in control; and
- unless the applicable award agreement provides otherwise, all outstanding equity-based compensation awards shall become immediately vested (at target level, with respect to performance based awards not intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, and, with respect to awards that are intended to qualify as performance-based compensation, such awards shall remain outstanding until the end of the applicable performance period and shall be payable based on actual achievement of the performance measures as if the officer had remained continuously employed).

Under the change in control agreements, a change in control occurs if:

- a person or group of persons becomes the beneficial owner of more than 40% of the combined voting power of our then outstanding securities or more than 40% of our outstanding common stock;
- a majority of our Board is replaced during a 12-month period by directors who were not endorsed by a majority of the previous board members;
- the consummation of a merger, consolidation or recapitalization of us or one of our subsidiaries resulting in our stockholders prior to the merger owning less than 60% of the voting power of the new merged company or a recapitalization where no one owns more than 60% of the voting power; or
- our stockholders approve a plan of complete liquidation or dissolution or an agreement for the sale or disposition of all or substantially all of our assets.

Under the change in control agreements, cause has the same meaning as in the change in control agreements with Mr. Lamp and Mr. Damiris.

Under the change-in-control agreements, good reason is defined as, without the consent of the executive:

- a material reduction in the executive s (or his supervisor s) authority, duties or responsibilities;

Table of Contents

- a material diminution in the budget or other spending over which the executive has authority;
- a material reduction in the executive s base compensation;
- if applicable, a failure of the executive to be re-elected or appointed as an officer or to the board of directors;
- the relocation of the executive to an office or location more than 50 miles from the location at which the executive normally performed the executive s services, except for travel reasonably required in the performance of the executive s responsibilities; or
- a material breach of the terms of the change in control agreement.

The executive must provide notice to us of the alleged good reason event within 90 days of its occurrence and we have 30 days to cure.

Obligations of the Officer. Payments and benefits under the change in control agreements are conditioned on the execution of a general release of claims by the former officer in favor of us and our related entities and agents. In addition, the change in control agreements contain confidentiality provisions pursuant to which each executive agrees not to disclose or otherwise use our confidential information during his or her employment with us and thereafter, as well as non-disparagement and non-solicitation covenants. Violation of these provisions entitles us to complete relief, including injunctive relief and may result in the executive being terminated for cause (provided the breach constituted willful gross negligence or misconduct on the executive s part that is not inconsequential). The agreements do not prohibit the waiver of a breach of these covenants.

HollyFrontier Long-Term Equity Incentive Awards

Special Involuntary Termination. The outstanding long-term equity incentive awards granted by us under the Equity Plans vest upon a special involuntary termination, which means that, within 60 days prior to or at any time after the change in control:

- the executive is terminated by us, other than for cause; or
- the executive resigns within 90 days after an adverse change has occurred.

Under the long-term equity incentive award agreements, a change in control occurs if:

- a person or group of persons becomes the beneficial owner of more than 40% of the combined voting power of our then outstanding securities;
- a majority of the members of our Board is replaced by directors who were not endorsed by two-thirds of our prior board members;
- the consummation of a merger or consolidation of us or any of our subsidiaries other than (a) a merger or consolidation resulting in our voting securities outstanding immediately prior to the transaction continuing to represent at least 60% of the combined voting power of our voting securities or the voting securities of the surviving entity outstanding immediately after the transaction, or (b) a merger or consolidation effected to implement a recapitalization of us in which no person or group becomes the beneficial owner of our securities representing more than 40% of the combined voting power of our then outstanding securities; or

Table of Contents

- our stockholders approve a plan of complete liquidation or dissolution or an agreement for the sale or disposition of all or substantially all of our assets.

Under the long-term equity incentive award agreements, cause is defined as:

- an act of dishonesty constituting a felony or serious misdemeanor and resulting (or intended to result) in personal gain or enrichment to the recipient at our expense;
- gross or willful and wanton negligence in the performance of the recipient s material duties; or
- conviction of a felony involving moral turpitude.

Under the long-term equity incentive award agreements, an adverse change means, without the consent of the recipient:

- a material change in the geographic location at which the recipient is required to work regularly;
- a substantial increase in travel requirements of employment;
- a material reduction in the duties performed by the recipient; or
- a material reduction in the recipient s base compensation (other than bonuses and other forms of discretionary compensation, or a general reduction applicable generally to executives).

Performance Share Units upon Termination. In the event of a voluntary separation or termination for cause, the recipient will forfeit any outstanding performance share units.

In the event of death, disability or termination by us other than for cause, the recipient becomes vested in a number of performance share units equal to the percentage of time the recipient was employed during the vesting period multiplied by the number of performance share units otherwise earned at the end of the applicable performance period. If the recipient dies or is disabled, the Compensation Committee, in its sole discretion, may determine the performance percentage in an amount up to 200%.

In the event of a special involuntary termination before the end of the performance period, the recipient remains eligible to receive normal payment of the performance share units at the normal vesting date based upon our actual achievement of the performance measure.

Restricted Stock upon Termination. In the event of a retirement, voluntary separation or termination by the Company with or without cause, the recipient will forfeit the unvested portion of the restricted stock award.

In the event of death or disability, the recipient becomes vested in a number of shares of restricted stock equal to the percentage of time the recipient was employed during the vesting period multiplied by the total number of shares of restricted stock the recipient was awarded. The Compensation Committee may decide to vest all of the shares of restricted stock.

In the event of a special involuntary termination before the full vesting of restricted stock awards, all restrictions lapse and the shares become fully vested and delivered to the recipient as soon as practicable thereafter.

Effect of the Merger on Equity Awards. Certain awards of restricted stock and stock units issued by Frontier and held by Mr. Jennings, Mr. Aron and Mr. Stump were assumed by us in connection with the merger. The assumed Frontier restricted stock awards and assumed Frontier stock units held by Mr. Jennings, Mr. Aron and Mr. Stump were, in connection with the merger, converted into the right to receive shares of our common stock upon vesting. These awards remained subject to the terms of the governing award agreements entered into with Frontier, subject to certain modifications. In the event of a termination due to death, disability or retirement, the applicable restricted stock agreements provide that these restricted shares will become 100% vested. The stock unit award agreements provide that, upon a termination of employment during the performance period due to retirement, a pro rata number of the stock units that become earned will be converted into the right to receive fully vested shares. Further, if an executive s employment is terminated due to death, disability or retirement following the end of the performance period, the executive or his estate is entitled to receive the earned shares as if employment had continued through the payment date. In addition, the merger was a change in control for purposes of the Frontier restricted stock awards and Frontier stock unit awards granted in March 2011 and assumed by us. In the event Mr. Jennings, Mr. Aron or Mr. Stump is terminated without cause or for good reason, (a) prior to the vesting of the restricted stock awards, such awards will become fully vested on the date of termination, and (b) during the performance period or before the issuance of the earned shares on the restricted stock unit awards, such awards will be automatically settled at the target level on the date of termination.

Holly Retirement Restoration Plan

The Restoration Plan provides benefits to participants in the event of a change in control. Under the Restoration Plan, each participant s benefits are paid, in the form of an annuity contract and a cash payment, immediately upon a change in control, where the stockholders before the transaction own, after the transaction, less than 40% of our effective voting power. The annuity contract is in an amount equal to the benefits otherwise due the recipient under the Restoration Plan reduced by the amount of the cash payment. Although we typically believe that double-trigger arrangements more effectively advance the interests of our stockholders in the face of potential change in control transactions, we have elected to maintain the historical single-trigger terms of the Restoration Plan with respect to these retirement benefits held by our long-time executives. Further, in light of the double-trigger arrangements in our other severance agreements, we believe our executive officers are adequately incentivized to remain employed by us (or our successor) following a corporate transaction, unless and until they are terminated without cause or due to a constructive termination. The Restoration Plan is the only arrangement in our current compensation program that provides single-trigger benefits. Only Mr. Lamp was a participant in the Restoration Plan during 2013. Because the Restoration Plan has not been liquidated, the amounts payable under the Restoration Plan upon a change in control transaction occurring on December 31, 2013 are reflected in the table below.

Quantification of Benefits

The following table summarizes the compensation and other benefits that would have become payable to each named executive officer assuming his or her employment terminated on December 31, 2013, given the named executive officer s base salary as of that date, and, if applicable, the closing price of our common stock on December 31, 2013, which was $49.69. In addition, the following table summarizes the compensation that would become payable to the named executive officers assuming that a change in control occurred on December 31, 2013.

In reviewing these tables, please note the following:

Accrued vacation for a specific year is not allowed to be carried over to a subsequent year, so we assumed all accrued vacation for the 2013 year was taken prior to December 31, 2013. Because we accrue vacation in any given year for the following year, amounts reported as Cash Severance include accrued vacation amounts accrued in 2013 for the 2014 year.

The amounts shown for Restoration Plan Annuity Contract are equal to benefits otherwise due to the recipient under the Restoration Plan, reduced by the amount of the Restoration Plan cash payment. The amounts shown for Restoration Plan Cash Payment include the reasonable estimate of the federal income tax liability resulting from the annuity contract and the cash payment. The estimated federal income tax liability was calculated using the highest 2013 marginal federal income tax rate of 39.6%.

The Frontier restricted stock awards and Frontier stock units held by Mr. Jennings, Mr. Aron and Mr. Stump that were assumed by us in the merger include certain provisions providing for vesting upon retirement, which for purposes of these agreements means termination of employment for reasons other than cause after the executive s attainment of age 55 and with the consent of the Compensation Committee. None of these former Frontier executives had attained the required retirement age as of December 31, 2013. Therefore, we have not reported any amounts in connection with vesting of such awards in connection with retirement.

The row entitled Performance Units reports amounts payable with respect to outstanding stock units issued by Frontier prior to the merger and outstanding performance share unit awards issued by us. For amounts payable to the named executive officers with respect to performance share unit awards, other than amounts payable with respect to stock units issued by Frontier to Mr. Jennings, Mr. Aron and Mr. Stump prior to the merger, we assumed the performance share units would settle at 200% based on performance through December 31, 2013. For amounts payable to Mr. Jennings, Mr. Aron and Mr. Stump with respect to stock units issued by Frontier in March 2011, (a) in the case of death and disability, we have determined the amounts based on the number of stock units actually earned at the end of the performance period (see note 3 to the Outstanding Equity at Fiscal Year End Table for more information), and (b) in the case of a qualifying termination following a change in control, we have determined the amounts based on the target number of stock units subject to the awards. The number of units paid at the end of the performance period may vary from the amounts reflected in the following tables, based on our actual achievement compared to the performance targets. For additional information regarding the potential payouts, see Compensation Discussion and Analysis 2013 Executive Compensation Decisions Long-Term Equity Incentive Compensation Performance Share Unit Awards, Compensation Discussion and Analysis 2014 Executive Compensation Decisions Long-Term Equity Incentive Compensation Performance Share Unit Awards, Executive Compensation Grants of Plan-Based Awards and Executive Compensation Outstanding Equity Awards at Fiscal Year End.

For the amounts shown in the row entitled Restricted Stock under the column entitled Death or Disability, we have reflected no accelerated vesting for awards made by us because, in such circumstances, accelerated vesting is pro rata based on the length of employment during the vesting period and the executive officers would have no additional vesting beyond the December 15, 2013 vesting date. For restricted stock awards granted by Frontier, we have assumed that the provisions of the 2011 Frontier restricted stock award agreements, which provide for 100% vesting upon a termination due to death or disability, would apply.

Table of Contents

As noted in the disclosures above, the merger constituted a change in control with respect to certain awards granted by Frontier prior to the merger and assumed by us in connection with the merger. If the employment of a former Frontier executive officer is terminated by us without cause or by the executive for good reason or due to an adverse change, as applicable, prior to full vesting and/or settlement of those awards, the executive officer would be entitled to accelerated vesting of the awards as described above. The column entitled Change in Control and Involuntary Termination Without Cause or Voluntary Departure for Good Reason or a Special Involuntary Termination reflects all awards that would accelerate in such circumstances for the former Frontier executives; however, for purposes of the table, we have not separately identified the awards granted prior to the merger that are eligible for accelerated vesting upon qualifying termination events due to the occurrence of the merger. The column entitled Without Cause reflects only those awards that, expressly by their terms, vest upon a termination without cause.

The amounts shown in the row entitled Medical and Dental Benefits represent amounts equal to the monthly premium payable pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (COBRA) for medical and dental premiums, multiplied by (i) 24 months for Mr. Lamp and Mr. Damiris and (ii) 12 months for Mr. Jennings, Mr. Aron and Mr. Stump.

No amounts potentially payable pursuant to the NQDC Plan are included in the table below since neither the form nor amount of any such benefits would be enhanced or vesting or other provisions accelerated in connection with any of the triggering events disclosed below. Please refer to the section titled Nonqualified Deferred Compensation for additional information regarding these benefits.

Table of Contents

Benefits and Payments	Change in Control Only	Change in Control and Involuntary Termination Without Cause or Voluntary Departure for Good Reason or a Special Involuntary Termination	Without Cause	Death or Disability
Michael C. Jennings				
Cash Severance		$ 8,754,115		
Retirement Restoration Plan Annuity Contract				
Retirement Restoration Plan Cash Payment				
Performance Units		22,433,768	$ 6,338,357	$ 22,266,437
Restricted Stock		8,047,693		1,673,410
Medical and Dental Benefits		18,492		
Total		$ 39,254,068	$ 6,338,357	$ 23,939,847
Douglas S. Aron				
Cash Severance		$ 2,221,694		
Retirement Restoration Plan Annuity Contract				
Retirement Restoration Plan Cash Payment				
Performance Units		6,787,977	$ 2,066,110	$ 6,737,765
Restricted Stock		2,360,921		502,018
Medical and Dental Benefits		18,492		
Total		$ 11,389,084	$ 2,066,110	$ 7,239,783
David L. Lamp				
Cash Severance		$ 3,598,385		
Retirement Restoration Plan Annuity Contract	$ 258,450	258,450		
Retirement Restoration Plan Cash Payment	169,448	169,448		
Performance Units		7,825,281	$ 2,768,230	$ 2,768,230
Restricted Stock		2,528,525		
Medical and Dental Benefits		36,985		
Total	$ 427,898	$ 14,417,074	$ 2,768,230	$ 2,768,230
George J. Damiris				
Cash Severance		$ 1,760,429		
Retirement Restoration Plan Annuity Contract				
Retirement Restoration Plan Cash Payment				
Performance Units		2,385,716	$ 762,145	$ 762,145
Restricted Stock		811,786		
Medical and Dental Benefits		26,178		
Total		$ 4,984,109	$ 762,145	$ 762,145
James M. Stump				
Cash Severance		$ 1,207,244		
Retirement Restoration Plan Annuity Contract				
Retirement Restoration Plan Cash Payment				
Performance Units		2,729,894	$ 722,095	$ 2,701,198

Restricted Stock	1,003,887		286,860
Medical and Dental Benefits	11,818		
Total	$ 4,952,843	$ 722,095	$ 2,988,058

71

Table of Contents

Compensation Practices and Risk Management

Certain members of our management are responsible for annually reviewing the relationship between our risk assessment guidelines and our compensation programs. In addition, certain members of our management and the Compensation Committee annually review the features and characteristics of our compensation programs, including particular areas that could encourage employees to take excessive risk or focus on short-term results at the expense of long-term value creation, to confirm that our compensation programs do not encourage excessive and unnecessary risk taking. As a part of this review, the Compensation Committee and certain members of management review salaries, cash incentive bonus awards, including the targets established for the cash incentive bonus awards, and long-term equity incentive awards, including the performance measures used for a portion of the long-term equity incentive awards, at all levels of the Company.

Although the majority of the compensation provided to the named executive officers is performance-based, we believe our compensation programs do not encourage excessive and unnecessary risk taking by executive officers (or other employees) because these programs are designed to encourage employees to remain focused on both our short- and long-term operational and financial goals. In addition, we explicitly include Company safety and environmental performance in determining potential payouts under our annual cash incentive plan for our senior executives.

While annual cash-based incentive bonus awards play an appropriate role in the executive compensation program, the Compensation Committee believes that payment should be determined based on an evaluation of our performance on a variety of measures, including our performance compared to our industry peers. The Compensation Committee believes using multiple measures mitigates excessive risk-taking that could produce unsustainable gains in one area of performance at the expense of our overall long-term interests. In addition, performance goals reflect our past performance and market conditions affecting our industry.

An appropriate part of total compensation is fixed for the named executive officers, while another portion is variable and linked to performance. A portion of the variable compensation we provide is comprised of long-term incentives. A portion of the long-term incentives we provide is in the form of restricted stock subject to time-based vesting conditions, which retains value even in a depressed market, so executives are less likely to take unreasonable risks. With respect to our performance share unit awards, assuming achievement of at least a minimum level of performance, payouts result in some compensation at levels below full target achievement, in lieu of an all or nothing approach.

As discussed above, while a portion of our potential annual compensation is incentive based, we have also instituted policies and programs designed to discourage unnecessary risk-taking, which is not in our long-term interests. For example, our stock ownership policy requires our executives to hold certain levels of stock (in addition to any unsettled performance based equity awards), which aligns our executives interests with those of our long-term stockholders.

Based on the foregoing and our annual review of our compensation programs, we do not believe that our compensation policies and practices are reasonably likely to have a material adverse effect on the Company or our stockholders.

Table of Contents

STOCK OWNERSHIP

The tables below provide information regarding the beneficial ownership of the Company s common stock as of March 14, 2014 for:

- each of our directors;
- each of our named executive officers;
- all directors and executive officers as a group; and
- each known beneficial owner of more than five percent of the Company s common stock.

The tables below list the number of shares and percentage of shares beneficially owned based on 198,975,835 shares of common stock outstanding as of March 14, 2014. Each of our directors and executive officers owns less than 1.0% of the Company s common stock.

Beneficial ownership of the Company s common stock is determined in accordance with SEC rules and regulations and generally includes voting power or investment power with respect to securities held. Except as indicated and subject to applicable community property laws, to our knowledge the persons named in the tables below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

Directors and Named Executive Officers

Name of Beneficial Owner	**Number of Shares**
Michael C. Jennings (1)	366,663
Douglas Y. Bech (2)	143,733
Douglas S. Aron (1)	131,953
David L. Lamp (3)	110,496
Robert G. McKenzie (2)(4)	68,505
James M. Stump (1)	60,133
James H. Lee (2)	55,971
George J. Damiris (1)	42,544
Leldon E. Echols (2)	35,577
Buford P. Berry (2)	33,459
Franklin Myers (2)	33,459
Tommy A. Valenta (2)	25,717
Robert J. Kostelnik (2)	19,189
R. Kevin Hardage (2)	16,671
Michael E. Rose (2)	15,959
All directors and executive officers as a group (15 persons)(5)	1,089,723

(1) The number reported includes shares of restricted stock for which the executive officer has sole voting power but no dispositive power, as follows: Mr. Jennings (128,281 shares), Mr. Aron (37,410 shares), Mr. Damiris (16,337 shares) and Mr. Stump (14,430 shares). The number does not include unvested performance share units.

Table of Contents

(2) The number reported includes 3,009 shares of common stock to be issued to the non-employee director upon settlement of restricted stock units, which may vest and be settled within 60 days of March 14, 2014 under certain circumstances. Until settled, the non-employee director has no voting or dispositive power over the restricted stock units.

(3) The number reported reflects the shares of common stock beneficially owned on December 18, 2013, based on a Form 4 filed by Mr. Lamp with the SEC on December 19, 2013, less 50,886 shares of restricted stock that Mr. Lamp forfeited effective February 28, 2014 when he resigned as Executive Vice President and Chief Operating Officer of the Company. The number reported includes 27 shares of our common stock held in the Company s 401(k) Plan, a tax qualified contribution plan, by Mr. Lamp on December 18, 2013, based on a Form 4 filed by Mr. Lamp with the SEC on December 19, 2013.

(4) The number reported includes 2,200 shares held by Mr. McKenzie as custodian for his grandchildren in accounts under the Uniform Transfer to Minors Act, 1,700 shares held in an individual retirement account that was inherited by Mr. McKenzie s sister over which Mr. McKenzie has joint investment authority, and 1,132 shares held by the estate of Mr. McKenzie s brother of which Mr. McKenzie is the sole executor. Mr. McKenzie disclaims beneficial ownership of these shares.

(5) The Company s directors and executive officers, as a group, own .55% of the Company s common stock. The number reported includes 5,032 shares as to which Mr. McKenzie disclaims beneficial ownership. The number reported also includes 209,113 shares of unvested restricted stock held by executive officers for which they have sole voting power, but no dispositive power, and 30,090 shares of common stock to be issued to non-employee directors upon settlement of restricted stock units, which may vest and be settled within 60 days of March 14, 2014 under certain circumstances. Until settled, the non-employee directors have no voting or dispositive power over the restricted stock units.

Five Percent Holders

The following table sets forth information regarding the number and percentage of shares of common stock held by all entities and other persons known by the Company to beneficially own five percent or more of the Company s outstanding common stock. The number of shares of common stock reported as beneficially owned by each of the entities identified below is included in reliance on reports filed with the SEC by these entities.

Name of Beneficial Owner	Number of Shares	Percentage of Outstanding Shares
BlackRock, Inc. (1)	19,289,454	9.69%
TCTC Holdings, LLC (2)	14,301,098	7.19%
The Vanguard Group (3)	10,714,666	5.38%

(1) According to a Schedule 13G/A filed on January 31, 2014 by Blackrock, Inc. (Blackrock), Blackrock has sole voting power with respect to 18,103,775 shares and sole dispositive power with respect to 19,289,454 shares. The address for Blackrock is 40 East 52nd Street, New York, New York 10022.

(2) According to a Schedule 13D/A filed on September 6, 2011 by TCTC Holdings, LLC (TCTC) and its two wholly-owned subsidiaries Turtle Creek Trust Company (Trust Company) and Trust Creek Management, LLC (Management), (a) TCTC may be deemed to beneficially own 14,301,098 shares and has sole voting power with respect to 13,644,898 shares and sole dispositive power with respect to 14,301,098 shares, (b) Trust Company may be deemed to beneficially own and has sole voting and dispositive power with respect to 13,644,898 shares, and (c) Management may be deemed to beneficially own and has sole dispositive power, but no voting power, with respect to 656,200 shares. Mr. McKenzie is a member of the board of directors of Trust Company and Mr. Hardage is the Chief Executive

Officer of Trust Company.

74

Table of Contents

Mr. McKenzie and Mr. Hardage are not deemed to beneficially own shares reported by TCTC, because neither has voting or dispositive power for such shares. The address for TCTC, Trust Company and Management is 2626 Cole Avenue, Suite 705, Dallas, Texas 75204.

(3) According to a Schedule 13G filed on February 11, 2014 by The Vanguard Group (Vanguard), Vanguard has sole voting power with respect to 181,654 shares, sole dispositive power with respect to 10,558,212 shares and shared dispositive power with respect to 156,454 shares. The address for Vanguard is 100 Vanguard Boulevard. Malvern, Pennsylvania 19355.

Table of Contents

EQUITY COMPENSATION PLAN INFORMATION

We currently maintain two equity compensation plans for the benefit of our employees and directors: the HollyFrontier Corporation Long-Term Incentive Compensation Plan (formerly named the Holly Corporation Long-Term Incentive Compensation Plan) and the HollyFrontier Corporation Omnibus Incentive Compensation Plan (formerly named the Frontier Oil Corporation Omnibus Incentive Compensation Plan).

The HollyFrontier Corporation Omnibus Incentive Compensation Plan was assumed by us in connection with the merger of Holly and Frontier. Although approved by Frontier s stockholders, this plan has not been approved by our stockholders. As a result, under SEC regulations we are required to show awards under this plan as having not been approved by stockholders.

The following table sets forth certain information regarding the plans as of December 31, 2013.

Plan Category(1)	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	828,930 (2)		755,375
Equity compensation plans not approved by stockholders	947,936 (3)		4,423,398
Total	1,776,866		5,178,773

(1) All stock-based compensation plans, including any stock-based compensation plan that was not approved by our stockholders, are described in Note 6 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

(2) Represents shares subject to performance share unit awards granted to our key employees under the HollyFrontier Corporation Long-Term Incentive Plan assuming a maximum payout level at the time of vesting. If the performance share unit awards are paid at the target payout level, 414,465 shares would be issued upon the vesting of such performance share unit awards. There were no options outstanding under the HollyFrontier Corporation Long-Term Incentive Plan as of December 31, 2013.

(3) Represents shares granted to our key employees under the HollyFrontier Corporation Omnibus Incentive Compensation Plan that are (a) subject to stock unit awards reported at 95% of the target number of stock unit shares granted, which was the number of shares earned at the end of the performance period, and which were subject only to continued service requirements following December 31, 2013, and (b) subject to performance share unit awards assuming a maximum payout level at the time of vesting. If the performance share unit awards are paid at the target payout level, 387,855 shares would be issued upon the vesting of such performance share unit awards. There were no options outstanding under the HollyFrontier Corporation Omnibus Incentive Compensation Plan as of December 31, 2013.

76

Table of Contents

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Related Party Transactions

The Company provides various general and administrative services to HEP under the terms of an Omnibus Agreement dated January 7, 2014. Under the Omnibus Agreement, HEP pays the Company an annual fee, currently $2.3 million. The administrative fee may increase in connection with the expansions of HEP s operations through the acquisition or construction of new assets or businesses.

The administrative fee covers expenses the Company incurs in performing centralized corporate functions for HEP, such as executive services, tax, legal, accounting, treasury, information technology and other corporate services, including the administration of employee benefit plans. The fee does not include salaries of personnel who perform services for HLS or the cost of their employee benefits, such as 401(k), pension, and health insurance benefits, which HEP pays or reimburses the Company.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee is charged with the responsibility of reviewing and approving all transactions with related persons, when required by the Company s Code of Business Conduct and Ethics. This responsibility is set forth in the Audit Committee s charter. In addition, pursuant to the Code of Business Conduct and Ethics, an employee should disclose any potential conflict of interest to a supervisor who does not have a conflict of interest. The supervisor should make all significant decisions with respect to the proposed decision or arrangement on behalf of the Company and report in writing the action taken to the office of the General Counsel. If a director has a potential conflict of interest, the transaction or relationship must be disclosed to the Board or a committee of the Board that does not include such director.

In determining whether to approve or disapprove entry into a related party transaction, the Audit Committee considers factors it deems appropriate, which may include, among others, whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related party s interest in the transaction, and whether the terms of the transaction are in the best interest of the Company. All related party transactions that are approved by the Audit Committee are disclosed to the Board.

Table of Contents

RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP (PROPOSAL 3)

The Audit Committee has appointed Ernst & Young LLP, an independent registered public accounting firm, to be the Company s auditor for fiscal year 2014. The Board is asking stockholders to ratify this appointment. SEC regulations and the NYSE listing requirements require the Company s independent registered public accounting firm to be engaged, retained, and supervised by the Audit Committee. However, the Board considers the selection of an independent registered public accounting firm to be an important matter to stockholders. Accordingly, the Board considers a proposal for stockholders to ratify this appointment to be an opportunity for stockholders to provide input to the Audit Committee and the Board on a key corporate governance issue.

Ernst & Young has conducted the Company s audits since 1977. Representatives of Ernst & Young are expected to be present at the Annual Meeting and will have the opportunity to make a statement. They will also be available to respond to appropriate questions. For additional information regarding our independent registered public accounting firm, see Independent Public Accountants.

Required Vote and Recommendation

The ratification of the appointment of Ernst & Young LLP requires the approval of a majority of the votes cast on the proposal.

Table of Contents

INDEPENDENT PUBLIC ACCOUNTANTS

Selection

Ernst & Young LLP served as our independent registered public accounting firm for 2013 and has been appointed by the Audit Committee to continue to serve in that capacity for 2014.

Audit and Non-Audit Fees

The following table sets forth the fees paid to Ernst & Young for services provided during 2013 and 2012. All of the fees paid were approved by the Audit Committee.

	2013	2012
Audit Fees (1)	$ 1,978,979	$ 1,647,842
Audit-Related Fees (2)	0	101,077
Tax Fees (3)	712,391	506,579
All Other Fees	0	0
Total	$ 2,691,370	$ 2,255,498

(1) Represents fees for professional services provided in connection with the audits of the Company s annual financial statements and internal control over financial reporting, statutory and regulatory filings and review of the Company s quarterly financial statements.

(2) Represents fees for consultations related to various accounting issues.

(3) Represents fees for professional services in connection with tax compliance and planning.

Pre-Approval Policies and Procedures

The Audit Committee s policy is to pre-approve all audit services performed by the independent auditor to assure that performing such services does not impair the auditor s independence.

The Audit Committee may also pre-approve fees related to other non-recurring services or it may delegate its pre-approval authority for non-recurring services, up to $75,000, to one or more of the Audit Committee s members or to the Company s Chief Accounting Officer. Any decisions made under this delegation must be reported to the Audit Committee.

Table of Contents

AUDIT COMMITTEE REPORT

The Company s management is responsible for preparing our financial statements and for our system of internal control over financial reporting. Ernst & Young LLP, our independent registered public accounting firm, is responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB), and to issue a report thereon. The Audit Committee is responsible for overseeing management s conduct of the financial reporting process and system of internal control. The Audit Committee also is responsible for selecting, engaging and overseeing the work of the Company s independent registered public accounting firm, which reports directly to the Audit Committee, and evaluating its qualifications and performance. Among other things, to fulfill its responsibilities, the Audit Committee:

- reviewed and discussed with both management and Ernst & Young our quarterly unaudited consolidated financial statements and annual audited financial statements for the year ended December 31, 2013, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements, including those in management s discussion and analysis thereof;

- discussed with Ernst & Young the matters required to be discussed by the Auditing Standards No. 16, Communications with Audit Committees, as adopted by the PCAOB;

- discussed with Ernst & Young matters relating to its independence and received the written disclosures and letter from Ernst & Young required by applicable requirements of PCAOB regarding the independent accountant s communications with the Audit Committee concerning the firm s independence;

- discussed with our internal auditors and Ernst & Young the overall scope and plans for their respective audits (the Audit Committee meets with the internal auditors and Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls and the overall quality of our financial reporting); and

- considered whether Ernst & Young s provision of non-audit services to the Company is compatible with the auditor s independence.

Taking all of these reviews and discussions into account, the Audit Committee recommended to the Board that the audited financial statements for the year ended December 31, 2013 be included in our Annual Report on Form 10-K for the year ended December 31, 2013 for filing with the SEC.

Audit Committee of the Board of Directors

Leldon E. Echols	James H. Lee	Michael E. Rose	Tommy A. Valenta
Chairman			

Table of Contents

STOCKHOLDER PROPOSAL

(PROPOSAL 4)

We expect the following proposal to be presented by Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, Missouri, 63131, at the Annual Meeting. Following SEC rules, other than minor formatting changes, we are reprinting the proposal and supporting statement as they were submitted to us. We take no responsibility for them.

RESOLVED:

Shareholders request that the Board of Directors adopt quantitative goals, based on current technologies, for reducing total greenhouse gas (GHG) emissions from HollyFrontier s products and operations; and issue a report to shareholders by fall 2014 on its plans (omitting proprietary information and prepared at reasonable cost) to achieve these goals.

SUPPORTING STATEMENT:

In September 2013, the Intergovernmental Panel on Climate Change (IPCC), the world s leading scientific authority on climate change, released its fifth assessment report concluding that human-caused warming of the climate system is unequivocal, with many of the impacts of warming already unprecedented over decades to millennia.

In order to mitigate the worst impacts of climate change, the IPCC estimates that a 50% reduction in GHG emissions globally is needed by 2050 (relative to 1990 levels). In its 2012 Annual Energy Outlook, the International Energy Agency (IEA) states, No more than one-third of proven reserves of fossil fuels can be consumed prior to 2050 if the world is to achieve the 2°C goal

Over 40 national and 20 sub-national government jurisdictions have either implemented or are considering independent carbon pricing mechanisms. In May 2013, President Obama outlined an action plan to address climate change. This comes on the heels of new Corporate Average Fuel Economy (café) Standards which set new targets for automotive fuel efficiency and the development of low carbon fuel standards which will prompt development of a new generation of fuels that will be economically and environmentally more sustainable.

The economic, business and societal impacts of climate change are of paramount importance to investors. Investors with $87 trillion in assets have supported CDP s (formerly Carbon Disclosure Project) request to over 6,000 companies for disclosure of carbon emissions, reduction goals, and climate change strategies to address these risks. HollyFrontier has not responded to CDP requests since 2010. We recommend CDP as the preferred reporting pathway for HollyFrontier.

While over half of S&P 500 companies have set GHG emission reduction targets which can drive innovation and enhance shareholder value, HollyFrontier lags behind. A study of 386 U.S. companies in the S&P 500 by CDP found that 79% of companies earn a higher return on their carbon reduction investments than on their overall corporate capital investments, and that energy efficiency improvements earned an average return on investment of 196%, with an average payback period between two and three years. Furthermore, CDP reports High emitting companies that set absolute emissions reduction targets achieved reductions double the rate of those without targets with 10% higher firm-wide profitability.

Table of Contents

We encourage HollyFrontier to consider renewable energy procurement (and adopting related targets) as a strategy to achieve its emission reduction goals. Using renewable energy can reduce regulatory risk related to GHG emissions, financial risk by decreasing volatility of energy prices, and overall expenditure on energy.

Creating clear-cut goals will help HollyFrontier to reduce its carbon footprint by implementing a disciplined business strategy to cut emissions from its operations and products.

Required Vote and Recommendation

The stockholder proposal requires the approval of a majority of the votes cast on the proposal.

Environmental stewardship and health and safety are core values of HollyFrontier. We are committed to providing energy services in a safe and environmentally responsible manner, including by minimizing environmental impacts by reducing waste, emissions and other releases. We try to balance our environmental responsibility with sound business decisions that provide a return to our stockholders.

The Board does not believe that setting absolute goals is the most effective way to manage climate risks. To be useful, goals for absolute greenhouse gas emissions would need to reflect the impact of largely unpredictable factors that influence year-to-year changes in market demand, including macroeconomic issues, weather, and responses by our competitors as well as changing legal and regulatory requirements. The Board does not believe that it is a valuable use of Company resources to continuously pursue these constantly changing factors.

The Company continuously seeks opportunities to improve efficiency and reduce emissions from our operations, and preparing the requested report and adopting the related qualitative goals would not add value to the Company s efforts in this area. A cornerstone in our effort to reduce emissions is the effective management of the energy that we use to manufacture and deliver the fuels needed to satisfy the needs of our customers. For example, refinery operating teams routinely check to make sure that all of our furnaces and boilers are operated at their maximum efficiency and that the demand on utility systems such as steam and water are minimized. Our website communicates some of the other projects we have undertaken to increase energy efficiency at our refineries (http://www.hollyfrontier.com/environmental-stewardship/). Through these efforts, our El Dorado Refinery has reduced energy consumption per barrel of crude throughput by 9% from 2009 through 2013, and our Woods Cross Refinery has achieved a 19% reduction over the same period.

In general, the refining process requires energy. As HollyFrontier looks to meet the global demand for energy, the Board believes that the long-term interests of stockholders are best served by the Company growing, managing and operating the businesses in a responsible manner that is focused on long-term value creation and strong environmental stewardship.

Table of Contents

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee of the Board during all of the year ending December 31, 2013 were Mr. Bech, Chairman, Mr. Berry, Mr. Echols, Mr. McKenzie and Mr. Myers. None of the members of the Compensation Committee were officers or employees of the Company or any of its subsidiaries during 2013. None of the members who served on the Compensation Committee at any time during fiscal 2013 had any relationship requiring disclosure under the section of this proxy statement entitled Related Party Transactions. No executive officer of the Company served as a member of the compensation committee of another entity that had an executive officer serving as a member of our Board or our Compensation Committee.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company s directors, executive officers and holders of more than 10% of its shares of common stock to file with the SEC initial reports of ownership of shares of common stock and reports of changes in such ownership. Based solely on a review of the copies of such forms furnished to the Company, the Company believes that during 2013 all Section 16(a) filing requirements applicable to its directors, executive officers and greater than 10% stockholders were met.

Table of Contents

ADDITIONAL INFORMATION

Stockholder Proposals

For a stockholder proposal to be included in the Company s proxy materials for the 2015 annual meeting of stockholders, the proposal must be received in writing by the Company at the Company s principal executive offices by November 27, 2014, and otherwise comply with all requirements of the SEC for stockholder proposals and the Company s By-Laws.

Notice of proposals to be considered at next year s meeting, but not included in the proxy statement, must be in compliance with the notice procedures and informational requirements set forth in Article II, Section 2 of the Company s By-Laws. These notices must be submitted to the Secretary of the Company at the Company s principal executive offices. To be timely, notice of business, including nomination of a director must be submitted not less than 90 calendar days (February 14, 2015) nor more than 120 calendar days (January 15, 2015) prior to the anniversary date of the prior year s annual meeting of stockholders. A copy of the Company s By-Laws may be obtained from the Secretary of the Company at 2828 N. Harwood, Suite 1300, Dallas, Texas 75201.

Annual Report

A copy of our Annual Report for the year ended December 31, 2013 was made available to you on or about March 27, 2014 with this proxy statement and is available at www.proxyvote.com. Additional copies of the Annual Report and this Notice of Annual Meeting, proxy statement and accompanying proxy card may be obtained from the Secretary of the Company at 2828 N. Harwood, Suite 1300, Dallas, Texas 75201.

COPIES OF OUR ANNUAL REPORT ON FORM 10-K FILED WITH THE SEC MAY BE OBTAINED WITHOUT CHARGE TO EACH PERSON TO WHOM A NOTICE OF INTERNET AVAILABILITY IS DELIVERED UPON WRITTEN REQUEST ADDRESSED TO DENISE C. MCWATTERS, SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY, HOLLYFRONTIER CORPORATION, 2828 N. HARWOOD, SUITE 1300, DALLAS, TEXAS 75201.

Stockholders with the Same Address

Each registered stockholder received one copy of the Notice of Internet Availability per account even if at the same address, unless the Company has received contrary instructions from one or more of such stockholders, while most banks and brokers delivered only one copy of such Notice of Internet Availability to consenting beneficial stockholders who share the same address. This procedure called householding reduces our printing and distribution costs. Those who wish to receive separate copies may do so by contacting their bank, broker or other nominee. Similarly, most beneficial stockholders who received multiple copies of the Notice of Internet Availability at a single address may request that only a single copy be sent to them in the future by contacting their bank, broker or other nominee. In the alternative, most beneficial stockholders may give instructions to receive separate copies or discontinue multiple mailings by contacting the third party that mails annual meeting materials for most banks and brokers by writing to Householding Department, Broadridge, 51 Mercedes Way, Edgewood, New York 11717, or telephoning (800) 542-1061. Your instructions must include the name of your bank or broker and your account number.

Table of Contents

Other Matters

The Board does not know of any other matters to be acted upon at the Annual Meeting. However, if any other matter properly comes before the Annual Meeting, the persons voting the proxies will vote them in accordance with their best judgment.

Table of Contents