

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** ☒  
**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))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under Rule 14a-12

**OCCIDENTAL PETROLEUM**  
**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):

- ☒ 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):

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☐ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Attached as Exhibit 1 is a statement issued by Occidental Petroleum Corporation on July 25, 2019.

## **Forward Looking Statements**

This communication contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements about Occidental’s expectations, beliefs, plans or forecasts. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties, many of which involve factors or circumstances that are beyond Occidental’s control. Actual results may differ from anticipated results, sometimes materially, and reported or expected results should not be considered an indication of future performance.

Factors that could cause actual results to differ and that may affect Occidental’s results of operations and financial position appear in Part I, Item 1A “Risk Factors” of Occidental’s Annual Report on Form 10-K for the year ended December 31, 2018, and in Occidental’s other filings with the U.S. Securities and Exchange Commission (“SEC”). Additional factors related to the proposed transaction between Occidental and Anadarko Petroleum Corporation (“Anadarko”) appear in the definitive proxy statement/prospectus that is a part of Occidental’s registration statement on Form S-4, as amended, which was declared effective by the SEC on July 11, 2019 in connection with the proposed transaction between Occidental and Anadarko.

Because the factors referred to above could cause actual results or outcomes to differ materially from those expressed or implied in any forward-looking statements, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date of this communication and, unless legally required, Occidental does not undertake any obligation to update any forward-looking statement, as a result of new information, future events or otherwise.

## **Additional Information and Where to Find It**

Occidental has filed with the SEC a definitive consent revocation solicitation statement on Schedule 14A and has mailed such definitive consent revocation solicitation statement to shareholders of Occidental. This communication is not a substitute for any consent revocation solicitation statement or other document that Occidental has filed or may file with the SEC in connection with any solicitation by Occidental.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE CONSENT REVOCATION SOLICITATION STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) FILED BY OCCIDENTAL AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT ANY SOLICITATION. Investors and security holders may obtain copies of these documents and other documents filed with the SEC by Occidental free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed by Occidental are also available free of charge by accessing Occidental’s website at [www.oxy.com](http://www.oxy.com).

## **Participants**

Occidental, its directors and executive officers and other members of management and employees will be participants in the solicitation of proxies with respect to a solicitation by Occidental. Information about Occidental’s executive officers and directors, and its ownership of Occidental by security holdings or otherwise, is available in Occidental’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on February 21, 2019, in its proxy statement for the 2019 Annual Meeting which was filed with the SEC on March 28, 2019 and in its Form 8-K which was filed with the SEC on July 15, 2019. To the extent holdings of Occidental securities have changed since the amounts printed in the proxy statement for the 2019 Annual Meeting, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC’s website at [www.sec.gov](http://www.sec.gov).

We are pleased that ISS has endorsed our Board of Directors' view that our proposed acquisition of Anadarko is transformational for our Company and our shareholders, and that the Icahn Group's planned consent solicitation would be a distraction for our Company as we work to complete the transaction, integrate the businesses and continue to execute planned divestitures.

Our Board and management are acutely focused on realizing the benefits of the transaction, which we expect to complete in the second half of 2019. We expect the acquisition of Anadarko to deliver at least \$3.5 billion annually in cost and capital spending synergies, creating significant value for our shareholders and providing scale, cash flow and financial flexibility to support our commitment to maintaining and increasing our dividend.

We disagree with ISS' recommendation supporting the Icahn Group's view that shareholders should take the first step and request the fixing of a Record Date for the consent solicitation and only later focus on whether the Icahn Group's proposals would harm or further shareholder interests. Having acknowledged that the Icahn Group's solicitation would divert management and Board attention away from the very thing that is critical to long-term shareholder value – a successful integration of Anadarko – we believe that ISS' logic in supporting this first step is flawed.

The Board of Directors has unanimously determined that fixing a Record Date for the Icahn Group's planned consent solicitation and the proposals the Icahn Group intends to ask shareholders to act on are NOT in the best interests of Occidental or our shareholders.

Occidental is committed to a strong, independent Board, led by an independent chairman, that reflects an appropriate balance of perspectives, skills and experiences to drive enhanced value and returns for our shareholders. Our entire Board is elected annually and comprises ten highly qualified directors, nine of whom are independent, and all of whom bring meaningful expertise across a diverse range of backgrounds in areas key to our business. In addition, our commitment to Board refreshment is evidenced by the recent addition of Robert M. Shearer to the Board.

We believe that the Icahn Group's nominees do not have the right mix of experience or expertise that our Board needs during this important time in our Company's history and that they would interfere with our ability to realize the benefits of the acquisition of Anadarko.

Note to reporters / editors; we refer to the following content in the ISS report:

- *"...there is little doubt that the Anadarko merger represents a transformational deal for Occidental at an important juncture for the energy industry."*
- *"The board's argument that a solicitation regarding these more substantive questions would divert management and board attention away from executing on the Anadarko merger is a fair point."*
- *"One would also expect the dissident to articulate why four of nine seats – no small ask – is the appropriate level of board change, and why the four specific incumbents were targeted for replacement. (Interestingly, one of the targeted incumbents, Margaret Foran, received the second-highest level of support among the incumbent nominees at the May 2019 AGM)."*