

**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 Pursuant to §240.14a-12

**HOLLYFRONTIER CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(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:

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

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(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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(4) Proposed maximum aggregate value of transaction:

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(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:

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

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(3) Filing Party:

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(4) Date Filed:

**HOLLYFRONTIER CORPORATION**  
**Annual Meeting of Stockholders**  
**May 10, 2012**

**Supplemental Information Regarding Proposal No. 2**  
**APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF**  
**HOLLYFRONTIER CORPORATION'S NAMED EXECUTIVE OFFICERS**

At the 2012 HollyFrontier Corporation (the "Company", "us", "we" or "our") Annual Meeting of Stockholders, stockholders are being asked to vote to approve, on an advisory basis, the compensation of our named executive officers. We periodically review our compensation programs and policies to make changes to align our compensation policies with good governance practices. Most recently, this review resulted in new change-in-control agreements for our Chief Executive Officer and Chief Financial Officer that eliminated single-trigger provisions and contained only the limited tax reimbursement provisions that were in their prior agreements. In light of criticism we have received for continuing such tax reimbursement provisions, effective May 10, 2012, we have amended the new change-in-control agreements with our Chief Executive Officer and Chief Financial Officer to delete the tax reimbursement provisions in their entirety.

Our Board of Directors has unanimously recommended that our stockholders vote "**FOR**" the proposal to approve, on an advisory basis, the compensation of our named executive officers. In light of the amendments to the change-in-control agreements, we ask for your support on the Board of Directors' recommendation.