

CHESAPEAKE ENERGY CORP  
 Form S-8  
 March 06, 2017

As filed with the Securities and Exchange Commission on March 6, 2017  
 Registration No. 333-\_\_\_\_\_

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

FORM S-8

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

CHESAPEAKE ENERGY CORPORATION  
 (Exact name of registrant as specified in its charter)

Oklahoma 73-1395733  
 (State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

6100 North Western Avenue  
 Oklahoma City, Oklahoma 73118  
 (Address of Principal Executive Offices) (Zip Code)

CHESAPEAKE ENERGY CORPORATION  
 2014 LONG TERM INCENTIVE PLAN  
 (Full Title of the Plan)

James R. Webb Executive Vice President – General Counsel and Corporate Secretary Chesapeake Energy Corporation 6100 North Western Avenue Oklahoma City, Oklahoma 73118-1044 (Name and Address of Agent For Service)	Copies to: Clinton W. Rancher Baker Botts L.L.P. One Shell Plaza 910 Louisiana Street Houston, Texas 77002-4995
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(405) 848-8000  
 (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(2)</sup>
Common Stock, \$0.01 par value per share	49,150,093	\$5.57	\$237,766,018.01	\$31,729.48

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Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares which may become issuable to prevent dilution (1) in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Chesapeake Energy Corporation 2014 Long Term Incentive Plan.

Calculated pursuant to Rule 457(c) and 457(h)(1) under the Securities Act, the offering price is estimated solely for (2) the purpose of calculating the registration fee and is based on the average of the high and low prices of the common stock of Chesapeake Energy Corporation reported on the New York Stock Exchange on March 1, 2017.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 49,150,093 shares of common stock \$0.01 par value per share, of Chesapeake Energy Corporation (the “Company” or “Chesapeake”) to be issued pursuant to the Chesapeake Energy Corporation 2014 Long Term Incentive Plan (the “Plan”). Chesapeake’s shareholders approved an increase in the number of shares of common stock issuable under the Plan by 35,000,000 shares at its 2016 annual meeting. In addition, 14,150,093 shares are being registered hereby because such shares again became issuable pursuant to the Plan upon forfeiture, expiration or cash settlement of awards in accordance with Section 3.3 of the Plan. In accordance with Instruction E to the General Instructions to Form S-8, the contents of the Company’s Registration Statement on Form S-8 (No. 333-196977) previously filed with the Securities and Exchange Commission relating to the Plan are incorporated herein by reference.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 6, 2017.

CHESAPEAKE ENERGY  
CORPORATION

By: /s/ Robert D. Lawler  
Robert D. Lawler  
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Robert D. Lawler and James R. Webb, and each of them, severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, of the Company, to sign any and all amendments (including post-effective amendments) to this registration statement and all documents or instruments necessary or appropriate to enable the Company to comply with the Securities Act of 1933, as amended, and to file the same with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on March 6, 2017.

SIGNATURE	TITLE
/s/ Robert D. Lawler Robert D. Lawler	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Domenic J. Dell'Osso, Jr. Domenic J. Dell'Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Michael A. Johnson Michael A. Johnson	Senior Vice President – Accounting, Controller and Chief Accounting Officer (Principal Accounting Officer)

/s/ R. Brad Martin  
R. Brad Martin

Chairman of the  
Board

/s/ Gloria R. Boyland  
Gloria R. Boyland

Director

/s/ Luke R. Corbett  
Luke R. Corbett

Director

/s/ Archie W. Dunham  
Archie W. Dunham

Director

/s/ Merrill A. Miller, Jr.  
Merrill A. Miller, Jr.

Director

/s/ Thomas L. Ryan  
Thomas L. Ryan

Director

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EXHIBIT INDEX

Exhibit

Number Document Description

- 3.1.1 Restated Certificate of Incorporation (included as Exhibit 3.1.1 to the Company's Quarterly Report on Form 10-Q, as filed with the SEC on August 6, 2014, and incorporated herein by reference)
- 3.1.2 Certificate of Amendment to Restated Certificate of Incorporation (included as Exhibit 3.1.2 to the Company's Current Report on Form 8-K, as filed with the SEC on May 20, 2016, and incorporated herein by reference)
- 3.2 Amended and Restated Bylaws (included as Exhibit 3.2 to the Company's Current Report on Form 8-K, as filed with the SEC on June 9, 2014, and incorporated herein by reference)
- 5.1 Opinion of J. David Hershberger as to the legality of securities\*
- 10.1 Chesapeake Energy Corporation 2014 Long Term Incentive Plan (included as Exhibit B to the Company's definitive proxy statement on Schedule 14A, as filed with the SEC on April 8, 2016 and incorporated herein by reference)
- 23.1 Consent of PricewaterhouseCoopers LLP\*
- 23.2 Consent of Software Integrated Solutions, Division of Schlumberger Technology Corporation\*
- 23.3 Consent of J. David Hershberger (contained in Exhibit 5.1)\*
- 24.1 Powers of Attorney (included on the signature page hereto)\*

\* Filed herewith.