

CHESAPEAKE ENERGY CORP

Form S-8

November 07, 2013

As filed with the Securities and Exchange Commission on November 7, 2013.

Registration No. 333-\_\_\_\_\_

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

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Oklahoma  
(State or Other Jurisdiction of  
Incorporation or Organization)

73-1395733  
(I.R.S. Employer Identification No.)

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

73118  
(Zip Code)

CHESAPEAKE ENERGY CORPORATION  
SAVINGS AND INCENTIVE STOCK BONUS PLAN  
(Full Title of the Plan)

James R. Webb  
Senior Vice President – General Counsel  
and Corporate Secretary  
Chesapeake Energy Corporation  
6100 North Western Avenue  
Oklahoma City, Oklahoma 73118  
(Name and Address of Agent For Service)  
(405) 848-8000  
(Telephone Number, Including Area Code,  
of Agent for Service)

Copies to:  
Connie S. Stamets, Esq.  
Bracewell & Giuliani LLP  
1445 Ross Avenue, Suite 3800  
Dallas, Texas 75202-2711

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 ☐ Smaller reporting company ☐  
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, \$.01 par value per share	3,000,000	\$27.30	\$81,900,000	\$10,549

(1) This Registration Statement covers 3,000,000 shares under the Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan (the "Plan"). Pursuant to Rule 416(c), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

(2) Calculated pursuant to paragraphs (c) and (h) of Rule 457, 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 November 6, 2013.

EXPLANATORY NOTE

By this registration statement, Chesapeake Energy Corporation (the "Company") is registering an additional 3,000,000 shares of its common stock, \$.01 par value. The shares registered hereunder are issuable pursuant to the Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan (the "Plan"). The Company has previously filed registration statements relating to plan interests and 4,560,000 shares of its common stock issuable under the Plan (SEC File Nos. 333-07255, 333-30324, 333-118312 and 333-157504 filed on January 28, 1996, February 14, 2000, August 17, 2004 and February 25, 2009, respectively). The contents of these prior registration statements are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

SIGNATURES

THE REGISTRANT. 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 November 7, 2013.

CHESAPEAKE ENERGY CORPORATION

By: /s/ ROBERT D. LAWLER  
Robert D. Lawler  
Chief Executive Officer

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 November 7, 2013.

SIGNATURE	TITLE
/s/ ROBERT D. LAWLER Robert D. Lawler	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/ ARCHIE W. DUNHAM Archie W. Dunham	Chairman of the Board
/s/ BOB G. ALEXANDER Bob G. Alexander	Director
/s/ VINCENT J. INTRIERI Vincent J. Intrieri	Director
/s/ R. BRAD MARTIN R. Brad Martin	Director
/s/ MERRILL A. MILLER, JR. Merrill A. Miller, Jr.	Director
/s/ FREDERIC M. POSES Frederic M. Poses	Director
/s/ LOUIS A. RASPINO	Director

Louis A. Raspino

/s/ THOMAS L. RYAN

Director

Thomas L. Ryan

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator 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 November 7, 2013.

CHESAPEAKE ENERGY CORPORATION  
SAVINGS AND INCENTIVE STOCK BONUS PLAN

By: CHESAPEAKE ENERGY CORPORATION

By: /s/ JAMES R. WEBB  
James R. Webb  
Senior Vice President - General  
Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan
23.1	Consent of PricewaterhouseCoopers, LLP
23.2	Consent of Netherland, Sewell & Associates, Inc.
23.3	Consent of PetroTechnical Services, Division of Schlumberger Technology Corporation
23.4	Consent of Ryder Scott Company, L.P.