

CHESAPEAKE ENERGY CORP

Form S-8

February 25, 2009

As filed with the Securities and Exchange Commission on February 25, 2009.

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**  
(State or Other Jurisdiction of

**73-1395733**  
(I.R.S. Employer

Incorporation or Organization)

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)

Jennifer M. Grigsby

Senior Vice President, Treasurer

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 (Check one):

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	Amount To Be	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities To Be Registered	Registered <sup>(1)</sup>	Offering Price	Aggregate	Registration Fee <sup>(2)(3)</sup>
Common Stock, \$.01 par value per share	3,000,000	Per Share <sup>(2)</sup> \$15.555	Offering Price <sup>(2)</sup> \$46,665,000	\$1,833.35

- (1) This Registration Statement covers 2,781,256 shares, not previously registered, under the Chesapeake Energy Corporation Savings and Incentive Stock Bonus Plan (the Plan). In addition, this Registration Statement covers up to 218,744 shares that were previously registered under the registrant's registration statement on Form S-8 (Registration No. 333-118325), as filed with the Securities and Exchange Commission on August 17, 2004 (the Prior Registration Statement), for offer or sale under the Nomac Drilling 401(k) Plan (the Nomac Plan) and which may be offered or sold under the Plan (the Carried Forward Shares). The Carried Forward Shares consist of shares remaining available for issuance under the Nomac 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 February 23, 2009.
- (3) The Carried Forward Shares were previously registered under the Prior Registration Statement; therefore, no filing fee with respect to those shares is required (Interpretation 89 under Section G of the Securities and Exchange Commission Division of Corporation Finance Manual of Publicly Available Telephone Interpretations (July 1997) and Instruction E to the General Instructions to Form S-8). A post-effective amendment to the Prior Registration Statement is being filed concurrently with this Registration Statement to reallocate the Carried Forward Shares from the Prior Registration Statement and to carry over the registration fee of \$394.38 paid for the Carried Forward Shares from the Prior Registration Statement. As a result of the application of the registration fee previously paid with respect to the Carried Forward Shares, a registration fee of \$1,438.97 is being paid with this filing.

**EXPLANATORY NOTE**

By this registration statement, Chesapeake Energy Corporation (the Company) is registering an additional 2,781,256 shares of its common stock, \$.01 par value, not previously registered and up to 218,744 shares of its common stock, \$.01 par value, that were previously registered pursuant to the Nomac Drilling 401(k) Plan. 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 1,560,000 shares of its common stock issuable under the Plan (SEC File Nos. 333-07255, 333-30324 and 333-118312 filed on January 28, 1996, February 14, 2000 and August 17, 2004, 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 February 25, 2009.

CHESAPEAKE ENERGY CORPORATION

By: /s/ Aubrey K. McClendon  
Aubrey K. McClendon  
Chairman of the Board and 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 February 25, 2009.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Aubrey K. McClendon Aubrey K. McClendon	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Marcus C. Rowland Marcus C. Rowland	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/ Richard K. Davidson Richard K. Davidson	Director
/s/ V. Burns Hargis V. Burns Hargis	Director
/s/ Frank Keating Frank Keating	Director
/s/ Breene M. Kerr Breene M. Kerr	Director
/s/ Merrill A. Miller, Jr. Merrill A. Miller, Jr.	Director
/s/ Charles T. Maxwell Charles T. Maxwell	Director
/s/ Don L. Nickles Don L. Nickles	Director
/s/ Frederick B. Whittemore Frederick B. Whittemore	Director

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 February 25, 2009.

CHESAPEAKE ENERGY CORPORATION  
SAVINGS AND INCENTIVE STOCK BONUS PLAN

By: CHESAPEAKE ENERGY CORPORATION

By: /s/ Lisa Phelps  
Lisa Phelps  
Vice President Human Resources

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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 Data & Consulting Services, Division of Schlumberger Technology Corporation
23.4	Consent of Lee Keeling and Associates, Inc.
23.5	Consent of Ryder Scott Company, L.P.
23.6	Consent of LaRoche Petroleum Consultants, Ltd.