

CHESAPEAKE ENERGY CORP
Form S-8
June 30, 2009

As filed with the Securities and Exchange Commission on June 30, 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
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 AMENDED AND RESTATED
LONG TERM INCENTIVE PLAN
(Full Title of the Plan)

Aubrey K. McClendon
Chairman of the Board and
Chief Executive Officer
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 the 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(1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(2) |
|--|----------------------------|---|--|-------------------------------|
| Common Stock, \$0.01 par value per share | 6,500,000 | \$19.20 | \$124,800,000 | \$6,964 |

(1) Pursuant to Rule 416, there are registered hereunder such indeterminate number of additional shares as may become issuable as a result of the anti-dilution provisions of 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 June 23, 2009.

EXPLANATORY NOTE

By this registration statement, Chesapeake Energy Corporation is registering an additional 6,500,000 shares of its common stock, \$0.01 par value, issuable under the Chesapeake Energy Corporation Amended and Restated Long Term Incentive Plan. The company has previously filed registration statements relating to 3,000,000 shares of its common stock issuable under the plan (SEC File No. 333-126191 filed on June 28, 2005), an additional 4,000,000 shares of its common stock issuable under the plan (SEC File No. 333-135949 filed on July 21, 2006), an additional 10,000,000 shares of its common stock issuable under the plan (SEC File No. 333-143990 filed on June 22, 2007) and an additional 8,000,000 shares of its common stock issuable under the plan (SEC File No. 333-151762 filed on June 18, 2008). The contents of these prior registration statements are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of Chesapeake Energy Corporation filed with the Securities and Exchange Commission are incorporated by reference into this registration statement:

- (a) The company's annual report on Form 10-K for its fiscal year ended December 31, 2008 filed on March 2, 2009;
- (b) The company's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2009 filed on May 11, 2009;
- (c) The company's current reports on Form 8-K filed on January 7, 2009, January 13, 2009, January 28, 2009, February 3, 2009, February 17, 2009, March 2, 2009, March 10, 2009, March 17, 2009, March 31, 2009, April 20, 2009, May 26, 2009, June 17, 2009 (two reports on such date) and June 25, 2009 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such current report on Form 8-K).
- (d) The description of the company's common stock contained in the registration statement on Form 8-B (SEC File No. 001-13726) filed on December 12, 1996, including the amendment to such description filed on Form 8-K on March 26, 2008, and any other amendments or reports filed for the purpose of updating such description.

All documents filed by the company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any current report on Form 8-K) subsequent to the date of this filing and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits

For a list of exhibits to this registration statement, see the Exhibit Index, which is incorporated into this item by reference.

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 June 30, 2009.

CHESAPEAKE ENERGY CORPORATION

By: /s/ Aubrey K. McClendon
Aubrey K. McClendon
Chairman of the Board and Chief Executive Officer

Each person whose signature appears below authorizes Aubrey K. McClendon and Marcus C. Rowland, and each of them, each of whom may act without joinder of the other, to execute in the name of each such person who is then an officer or director of the company and to file any amendments to this registration statement, including post effective amendments, and to do any and all acts they or either of them determines may be necessary or advisable to enable the company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration of the securities which are the subject of this registration statement.

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 June 30, 2009.

| SIGNATURE | TITLE |
|--|--|
| /s/ Aubrey K. McClendon Aubrey K. McClendon | Chairman of the Board, Chief Executive Officer & Director (Principal Executive Officer) |
| /s/ Marcus C. Rowland Marcus C. Rowland | Executive Vice President & Chief Financial Officer (Principal Financial Officer) |
| /s/ Michael A. Johnson Michael A. Johnson | Senior Vice President – Accounting, Controller & 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 |

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

/s/ Charles T. Maxwell Director
Charles T. Maxwell

/s/ Don L. Nickles Director
Don L. Nickles

/s/ Frederick B. Whittemore Director
Frederick B. Whittemore

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 5.1 | Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered. |
| 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. |
| 23.7 | Consent of Bracewell & Giuliani LLP (included as part of Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page) |
| 99.1 | Chesapeake Energy Corporation Amended and Restated Long Term Incentive Plan. Incorporated herein by reference to Exhibit 10.1.14 to the Registrant's current report on Form 8-K filed June 17, 2009. |