

CHESAPEAKE ENERGY CORP

Form S-8

June 22, 2007

As filed with the Securities and Exchange Commission on June 22, 2007.

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

73118

Oklahoma City, Oklahoma

(Zip Code)

(Address of Principal Executive Offices)

CHESAPEAKE ENERGY CORPORATION AMENDED AND RESTATED

LONG TERM INCENTIVE PLAN

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(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**

**CALCULATION OF REGISTRATION FEE**

Title of	Amount	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities To Be Registered	To Be	Offering Price	Aggregate	
Common Stock, \$.01 par value per share	Registered <sup>(1)</sup> 10,000,000	Per Share <sup>(2)</sup> \$37.09	Offering Price <sup>(2)</sup> \$370,900,000	Registration Fee <sup>(2)</sup> \$11,387

- (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 20, 2007.

**EXPLANATORY NOTE**

By this registration statement, Chesapeake Energy Corporation is registering an additional 10,000,000 shares of its common stock, \$.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) and an additional 4,000,000 shares of its common stock issuable under the plan (SEC File No. 333-135949 filed on July 21, 2006). 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 the company 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, 2006 filed on March 1, 2007;

(b) The company's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2007 filed on May 8, 2007;

(c) The company's current reports on Form 8-K filed on January 16, 2007, January 19, 2007, January 23, 2007, February 2, 2007, February 6, 2007, February 23, 2007, March 16, 2007, April 17, 2007, May 2, 2007 (two reports on same date), May 4, 2007, May 10, 2007, May 15, 2007, May 21, 2007, May 24, 2007, June 12, 2007 and June 13, 2007 (two reports on same date) (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 (No. 001-13726), including the amendment to such description filed on Form 8-K on August 13, 2001, and any other amendments or reports filed for the purpose of updating such description.

All documents filed by us 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 22, 2007.

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 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, which amendments may make such changes in the registration statement as such attorney may deem appropriate.

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 22, 2007.

SIGNATURE

TITLE

/s/ Aubrey K. McClendon  
Aubrey K. McClendon  
(Principal Executive Officer)

Chairman of the Board, Chief Executive  
Officer and Director

/s/ Marcus C. Rowland  
Marcus C. Rowland  
(Principal Financial Officer)

Executive Vice President and Chief  
Financial Officer

/s/ Michael A. Johnson  
Michael A. Johnson  
(Principal Accounting Officer)

Senior Vice President - Accounting,  
Controller and Chief Accounting Officer

/s/ Richard K. Davidson  
Richard K. Davidson

Director

/s/ Frank A. Keating  
Frank A. Keating

Director

/s/ Breene M. Kerr  
Breene M. Kerr

Director

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/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

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1.1	Restated Certificate of Incorporation of the Registrant, as amended. Incorporated herein by reference to Exhibit 3.1.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2006.
4.1.2	Certificate of Designation for Series A Junior Participating Preferred Stock, as amended. Incorporated herein by reference to Exhibit 3.1.2 to the Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2006.
4.1.3	Certificate of Designation for 4.125% Cumulative Convertible Preferred Stock, as amended. Incorporated herein by reference to Exhibit 3.1.3 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2007.
4.1.4	Certificate of Designation for 5% Cumulative Convertible Preferred Stock (Series 2005). Incorporated herein by reference to Exhibit 3.1.6 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2005.
4.1.5	Certificate of Designation for 4.5% Cumulative Convertible Preferred Stock. Incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed September 15, 2005.
4.1.6	Certificate of Designation for 5% Cumulative Convertible Preferred Stock (Series 2005B). Incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed November 9, 2005.
4.1.7	Certificate of Designation for 6.25% Mandatory Convertible Preferred Stock. Incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed June 30, 2006.
4.2	Bylaws of the Registrant. Incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed June 13, 2007.
4.3	Rights Agreement dated July 15, 1998 between the Registrant and UMB Bank, N.A., as Rights Agent. Incorporated herein by reference to Exhibit 1 to the Registrant's registration statement on Form 8-A filed July 16, 1998. Amendment No. 1 dated September



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11, 1998. Incorporated herein by reference to Exhibit 10.3 to the Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 1998. Amendment No. 2 dated March 3, 2006. Incorporated herein by reference to Exhibit 10.6.1 to the Registrant's annual report on Form 10-K for the year ended December 31, 2005.

- 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