

CHESAPEAKE ENERGY CORP
Form 8-K
May 18, 2018

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 18, 2018

CHESAPEAKE ENERGY
CORPORATION

(Exact name of Registrant as specified in its
Charter)

Oklahoma 1-13726 73-1395733

(State

or (IRS
other (Commission Employer
jurisdictionFile No.) Identification
of No.)

incorporation)

6100 North Western
Avenue, Oklahoma 73118
City, Oklahoma

(Address of principal (Zip Code)
executive offices)

(405) 848-8000

(Registrant's telephone
number, including area
code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company's shareholders voted on five proposals at the Annual Meeting that are described in detail in the Company's definitive proxy statement (as filed with the Securities and Exchange Commission on April 6, 2018). The final voting results are disclosed below.

1. Election of Directors. Shareholders elected each of the individuals listed below to serve as a director of the Company until the next annual meeting of shareholders and until his or her successors are duly elected and qualified, with each director nominee receiving a greater number of votes cast "for" his or her election than votes cast "against" his or her election.

| Director Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------------|-------------|---------------|-------------|------------------|
| Gloria R. Boyland | 376,775,905 | 12,385,652 | 3,893,785 | 353,266,265 |
| Luke R. Corbett | 322,129,918 | 67,513,770 | 3,411,654 | 353,266,265 |
| Archie W. Dunham | 324,047,329 | 65,665,317 | 3,342,696 | 353,266,265 |
| Leslie Starr Keating | 371,151,446 | 18,356,106 | 3,547,790 | 353,266,265 |
| Robert D. ("Doug") Lawler | 378,039,284 | 11,665,140 | 3,350,918 | 353,266,265 |
| R. Brad Martin | 375,586,224 | 13,859,707 | 3,609,411 | 353,266,265 |
| Merrill A. ("Pete") Miller | 313,587,906 | 75,774,537 | 3,692,899 | 353,266,265 |
| Thomas L. Ryan | 339,679,182 | 49,697,534 | 3,678,626 | 353,266,265 |

2. Advisory Vote to Approve Named Executive Officer Compensation. Shareholders did not approve the advisory resolution regarding the executive compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 166,366,723 | 201,989,381 | 24,699,238 | 353,266,265 |

3. Ratification of Appointment of Independent Registered Public Accounting Firm. Shareholders approved the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, with the affirmative vote of a plurality of the votes cast, in person or by proxy.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 702,582,760 | 35,544,331 | 8,194,516 | 0 |

4. Shareholder Proposal Relating to Lobbying Activities and Expenditures Report. No vote was reported for this proposal because the proposal was withdrawn by the shareholder proponent and its designee at the Annual Meeting.

5. Shareholder Proposal Relating to 2 Degrees Celsius Scenario Assessment Report. No vote was reported for this proposal because the proposal was withdrawn by the shareholder proponent and its designee at the Annual Meeting.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHESAPEAKE ENERGY CORPORATION

By: /s/ James R. Webb

James R. Webb

Executive Vice President - General Counsel and Corporate Secretary

Date: May 18, 2018