

CHESAPEAKE ENERGY CORP
Form 8-K
January 31, 2013

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): January 30, 2013 (January 29, 2013)

CHESAPEAKE ENERGY CORPORATION

(Exact name of Registrant as specified in its Charter)

| | | | |
|--|----------------------------------|--|---------------------|
| Oklahoma (State or other jurisdiction of incorporation) | 1-13726 (Commission File No.) | 73-1395733 (IRS Employer Identification No.) | |
| 6100 North Western Avenue, Oklahoma City, Oklahoma (Address of principal executive offices) | | | 73118 (Zip Code) |
| (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)



Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 29, 2013, Aubrey K. McClendon, Chief Executive Officer, President and a director of Chesapeake Energy Corporation (the “Company”), agreed to retire from the Company. Mr. McClendon will continue to serve as Chief Executive Officer, President and a director until the earlier of April 1, 2013 or the time at which his successor is appointed. Mr. McClendon’s departure from the Company will be treated as a termination without cause under his employment agreement, a copy of which was filed as Exhibit 10.2.1 to the Company’s Form 10-Q for the quarter ended March 31, 2009, and he will be entitled to termination compensation and benefits accordingly. For purposes of calculating the cash compensation payable to Mr. McClendon thereunder, annual base salary and bonus compensation will be \$975,000 and \$1,950,000, respectively, payable over the remaining four years of his employment agreement.

Section 7 – Regulation FD

Item 7.01 Regulation FD Disclosure.

On January 29, 2013, the Company issued a press release announcing that Mr. McClendon agreed to retire from the Company. A copy of this press release is attached as Exhibit 99.1 to this Current Report.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits. See "Exhibit Index" attached to this Current Report on Form 8-K, which is incorporated by reference into this Item 9.01.

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/ JENNIFER M. GRIGSBY
Jennifer M. Grigsby
Senior Vice President, Treasurer and
Corporate Secretary

Date: January 30, 2013

EXHIBIT INDEX

| Exhibit No. | Document Description |
|-------------|--|
| 99.1 | Chesapeake Energy Corporation press release dated January 29, 2013 |