

CHESAPEAKE ENERGY CORP
Form 8-K
February 03, 2009

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 28, 2009

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 8 – Other Events.

Item 8.01. Other Events.

On January 28, 2009, Chesapeake Energy Corporation (the "Company") issued a press release announcing the pricing of a previously announced offering of senior notes due 2015. A copy of the press release is filed herewith as Exhibit 99.1.

On January 28, 2009, the Company also entered into an Underwriting Agreement with Deutsche Bank Securities Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and Wachovia Capital Markets, LLC, as representatives of several underwriters, relating to the public offering of \$1 billion principal amount of the Company's 9.50% Senior Notes due 2015 (the "Senior Notes"). A copy of the Underwriting Agreement relating to the Senior Notes offering is filed herewith as Exhibit 99.2.

On February 2, 2009, the Company completed the public offering of \$1 billion principal amount of the Senior Notes. The Senior Notes offering was made pursuant to a registration statement on Form S-3 (No. 333-156979) of the Company and its guarantor subsidiaries. The registration statement was automatically effective upon filing on January 27, 2009. A prospectus supplement dated January 28, 2009 to the base prospectus dated January 27, 2009 forming a part of the registration statement was filed on January 30, 2009 with the Securities and Exchange Commission (the "SEC") under Rule 424(b)(2) of the Securities Act of 1933, as amended. An opinion of counsel related to such registration statement and the Senior Notes offering is filed herewith as Exhibits 5.1.

The Senior Notes were issued on February 2, 2009 under an Indenture dated as of February 2, 2009 among the Company, certain of the Company's subsidiaries, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee. The Indenture is filed herewith as Exhibit 4.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Document Description |
|-------------|---|
| 4.1 | Indenture dated as of February 2, 2009 among Chesapeake Energy Corporation, as issuer, the subsidiaries signatory thereto, as Subsidiary Guarantors, and The Bank of New York Mellon Trust Company, N.A., as Trustee, with respect to the 9.50% Senior Notes due 2015 |
| 5.1 | Opinion Letter of Bracewell & Giuliani LLP |
| 99.1 | Press release dated January 28, 2009 announcing pricing of 9.50% Senior Notes due 2015 |
| 99.2 | |

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Underwriting Agreement dated as of January 28, 2009 by and among Chesapeake Energy Corporation, Deutsche Bank Securities, Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and Wachovia Capital Markets, as representatives of several underwriters

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: February 3, 2009

EXHIBIT INDEX

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