

CHESAPEAKE ENERGY CORP  
Form 10-K/A  
August 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

**x Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the Fiscal Year Ended December 31, 2009

**.. Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File No. 1-13726**

**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)

**(405) 848-8000**

**73118**  
(Zip Code)

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

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| Title of Each Class                                | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, par value \$0.01                     | New York Stock Exchange                   |
| 7.5% Senior Notes due 2013                         | New York Stock Exchange                   |
| 7.625% Senior Notes due 2013                       | New York Stock Exchange                   |
| 7.0% Senior Notes due 2014                         | New York Stock Exchange                   |
| 7.5% Senior Notes due 2014                         | New York Stock Exchange                   |
| 6.375% Senior Notes due 2015                       | New York Stock Exchange                   |
| 9.5% Senior Notes due 2015                         | New York Stock Exchange                   |
| 6.625% Senior Notes due 2016                       | New York Stock Exchange                   |
| 6.875% Senior Notes due 2016                       | New York Stock Exchange                   |
| 6.5% Senior Notes due 2017                         | New York Stock Exchange                   |
| 6.25% Senior Notes due 2018                        | New York Stock Exchange                   |
| 7.25% Senior Notes due 2018                        | New York Stock Exchange                   |
| 6.875% Senior Notes due 2020                       | New York Stock Exchange                   |
| 2.75% Contingent Convertible Senior Notes due 2035 | New York Stock Exchange                   |
| 2.5% Contingent Convertible Senior Notes due 2037  | New York Stock Exchange                   |
| 2.25% Contingent Convertible Senior Notes due 2038 | New York Stock Exchange                   |
| 4.5% Cumulative Convertible Preferred Stock        | New York Stock Exchange                   |

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of our common stock held by non-affiliates on June 30, 2009 was approximately \$12.5 billion. At February 24, 2010, there were 651,861,064 shares of our \$0.01 par value common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the 2010 Annual Meeting of Shareholders are incorporated by reference in Part III.



**EXPLANATORY NOTE**

Chesapeake Energy Corporation is filing this Amendment No. 1 to our Form 10-K for the year ended December 31, 2009 originally filed with the Securities and Exchange Commission on March 1, 2010 (the 2009 Form 10-K ) solely for the purpose of filing revised reports of two of our third-party petroleum engineering firms. The report of Data Consulting Services Division of Schlumberger Technology Corporation was filed as Exhibit 99.2 to the 2009 Form 10-K, and the report of Ryder Scott Company, L.P. was filed as Exhibit 99.4 to the 2009 Form 10-K. Each of these reports included a statement limiting the use of the report to Chesapeake. The reports of these firms appearing in this Form 10-K/A do not contain any such limitation. In addition to the revised reports being filed as Exhibit 99.2 and 99.4, we are including in this Form 10-K/A consents of each engineering firm in Exhibit 23.3 and 23.5 and certifications of our principal executive officer and principal financial officer in Exhibit 31.1 and 31.2.

No item of or disclosures appearing in our 2009 Form 10-K are affected by this filing other than the exhibits described above. This report on Form 10-K/A is presented as of the filing date of the 2009 Form 10-K and does not reflect events occurring after that date, or modify or update disclosures in any way.

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**PART IV**
**ITEM 15. Exhibits and Financial Statement Schedules**

(a) The following exhibits are filed herewith pursuant to the requirements of Item 601 of Regulation S-K:

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>  | <b>Incorporated by Reference</b> |                                |                | <b>Filing<br/>Date</b> | <b>Filed<br/>Herewith</b> |
|---------------------------|---|----------------------------------|--------------------------------|----------------|------------------------|---------------------------|
|                           |   | <b>Form</b>                      | <b>SEC<br/>File<br/>Number</b> | <b>Exhibit</b> |                        |                           |
| 23.3                      | Consent of Data & Consulting Services, Division of Schlumberger Technology Corporation.   |                                  |                                |                |                        | X                         |
| 23.5                      | Consent of Ryder Scott Company, L.P.  |                                  |                                |                |                        | X                         |
| 31.1                      | Aubrey K. McClendon, Chairman and Chief Executive Officer, Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.               |                                  |                                |                |                        | X                         |
| 31.2                      | Marcus C. Rowland, Executive Vice President and Chief Financial Officer, Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                                  |                                |                |                        | X                         |
| 99.2                      | Report of Data & Consulting Services, Division of Schlumberger Technology Corporation.  |                                  |                                |                |                        | X                         |
| 99.4                      | Report of Ryder Scott Company, L.P.   |                                  |                                |                |                        | X                         |

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHESAPEAKE ENERGY CORPORATION

Date: August 2, 2010

By */s/* AUBREY K. McCLENDON  
Aubrey K. McClendon  
  
*Chairman of the Board and*  
  
*Chief Executive Officer*

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**INDEX TO EXHIBITS**

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