

CHESAPEAKE ENERGY CORP

Form S-8 POS

June 29, 2005

As filed with the Securities and Exchange Commission on June 28, 2005

Registration No. 333-109162

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

CHESAPEAKE ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Oklahoma

(State of Incorporation)

73-1395733

(I.R.S. Employer Identification No.)

6100 North Western Avenue, Oklahoma City, Oklahoma 73118

(Address of principal executive offices) (zip code)

CHESAPEAKE ENERGY CORPORATION 2002 STOCK OPTION PLAN

CHESAPEAKE ENERGY CORPORATION 2002 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN

CHESAPEAKE ENERGY CORPORATION 2002 NONQUALIFIED STOCK OPTION PLAN

CHESAPEAKE ENERGY CORPORATION 2003 STOCK INCENTIVE PLAN

(Full title of the plans)

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 for agent for service)

(405) 848-8000

(Telephone number, including area code, of agent for service)

Copies to:

Connie S. Stamets, Esq.

Winstead Sechrest & Minick P.C.

5400 Renaissance Tower

1201 Elm Street

Dallas, Texas 75270

EXPLANATORY NOTE

Chesapeake Energy Corporation, an Oklahoma corporation (the "Company"), registered, pursuant to a Registration Statement on Form S-8 (Registration Number 333-109162) filed with the Securities and Exchange Commission on September 26, 2003 (the "Registration Statement"), the offer and sale of up to 7,500,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), issuable under the Chesapeake Energy Corporation 2002 Stock Option Plan (the "2002 Plan"), the Chesapeake Energy Corporation 2002 Non-Employee Director Stock Option Plan (the "2002 Non-Employee Director Plan") and the Chesapeake Energy Corporation 2002 Nonqualified Stock Option Plan (the "2002 NQ Plan"). On March 4, 2005, the Company's Board of Directors adopted the Chesapeake Energy Corporation Long Term Incentive Plan (the "LTIP"), which is intended to replace the 2002 Plan, the 2002 Non-Employee Director Plan and the 2002 NQ Plan. The Company's shareholders approved the LTIP on June 10, 2005, and the LTIP became effective on October 1, 2004. No future awards will be made under the 2002 Plan, the 2002 Non-Employee Director Plan or the 2002 NQ Plan.

Pursuant to the undertakings in Item 9 of the Registration Statement, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove 863,723 shares of Common Stock (the "Deregistered Shares") remaining under the 2002 Plan, the 2002 Non-Employee Director Plan and the 2002 NQ Plan from registration under the Registration Statement.

The filing fee related to the Deregistered Shares will be carried over to a new Registration Statement on Form S-8 that is being filed by the Company contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement.

The Registration Statement also registered the offer and sale of up to 10,000,000 shares of the Common Stock issuable under the Company's 2003 Stock Incentive Plan. Such offers and sales, to the extent not previously made under the Registration Statement, may continue to be made under the Registration Statement.

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 Post-Effective Amendment No. 1 to the 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 28, 2005.

CHESAPEAKE ENERGY CORPORATION

By: /s/ Aubrey K. McClendon
Aubrey K. McClendon

Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 28, 2005.

SIGNATURE

TITLE

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

Chairman of the Board, Chief Executive
Officer and Director

*
Tom L. Ward
(Principal Executive Officer)

President, Chief Operating Officer and
Director

*
Marcus C. Rowland
(Principal Financial Officer)

Executive Vice President and Chief
Financial Officer

*

Senior Vice President - Accounting

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Michael A. Johnson

(Principal Accounting Officer)

*

Breene M. Kerr

Director

*
Frederick B. Whittemore

Director

* By: /s/ Aubrey K. McClendon
Aubrey K. McClendon

Attorney-in-fact