

CHESAPEAKE ENERGY CORP

Form 8-K/A

November 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 29, 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.

EXPLANATORY NOTE

On October 29, 2018, Chesapeake Energy Corporation (the “Company”) completed the sale of all of the Company’s acreage of approximately 1,500,000 gross (900,000 net) acres in Ohio, of which approximately 320,000 net acres are prospective for the Utica Shale with approximately 920 producing wells, along with related property and equipment. This Amendment No. 1 on Form 8-K/A is being filed by the Company to amend its current report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2018 (the “Original Report”), solely to provide the pro forma financial information required by Item 9.01 of Form 8-K that was omitted from the Original Report. Except as otherwise provided herein, the disclosure made in the Original Report remains unchanged.

Item 9.01 Financial Statements and Exhibits

- (b) Pro Forma Financial Information:
The unaudited pro forma condensed consolidated financial statements have been derived from the Company's historical consolidated financial statements and are being presented to give effect to the sale of the Designated Properties. The unaudited pro forma condensed consolidated balance sheet as of September 30, 2018 and the unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2018 and for the year ended December 31, 2017, and the related notes thereto, are filed as Exhibit 99.1 to this Current Report and incorporated by reference herein.
- (d) Exhibits:
The following exhibit is filed as part of this Current Report on Form 8-K:
- | Exhibit No. | Document Description |
|-------------|--|
| <u>99.1</u> | Unaudited Pro Forma Condensed Consolidated Financial Information of Chesapeake Energy Corporation and subsidiaries as of September 30, 2018 and for the nine months ended September 30, 2018 and the year ended December 31, 2017. |
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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

Date: November 2, 2018 By: /s/ James R. Webb

James R. Webb

Executive Vice President - General Counsel and Corporate Secretary