

CHESAPEAKE ENERGY CORP

Form 8-K

January 09, 2019

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 9, 2019

CHESAPEAKE ENERGY

CORPORATION

(Exact name of Registrant as specified in its  
Charter)

Oklahoma 1-13726 73-1395733

(State

or (Commission (IRS  
other Employer  
jurisdictionFile No.) Identification  
of No.)

incorporation)

6100 North Western

Avenue, Oklahoma 73118

City, Oklahoma

(Address of principal  
executive offices) (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))

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.

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Item 2.02 Results of Operations and Financial Condition.

On January 9, 2019, Chesapeake Energy Corporation issued a press release providing preliminary unaudited financial and operational results for the fourth quarter of 2018. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 2.02 of this report and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure.

The management of Chesapeake Energy Corporation will present at the Goldman Sachs Global Energy Conference on January 9, 2019. A slide presentation of materials to be presented at the conference is attached hereto as Exhibit 99.2 and will also be accessible via the Investor Presentations section of the company’s website: <http://www.chk.com/investors/presentations>.

The information contained in Item 7.01 of this report and Exhibit 99.2 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Document Description

99.1 Chesapeake Energy Corporation press release dated January 9, 2019

99.2 Chesapeake Energy Corporation Investor Presentation

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/ James R. Webb

James R. Webb

Executive Vice President - General Counsel and Corporate Secretary

Date: January 9, 2019