

CHESAPEAKE ENERGY CORP  
Form 8-K  
December 13, 2005

**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)

December 8, 2005 (December 13, 2005)

**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))

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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.**

Chesapeake Energy Corporation (the Company) entered into an underwriting agreement dated December 8, 2005 with UBS Securities LLC, Banc of America Securities LLC, Credit Suisse First Boston LLC, Lehman Brothers Inc., and Raymond James & Associates, Inc. as representatives of several underwriters in connection with the issuance and sale by the Company of 20,000,000 shares of the Company's Common Stock, plus an over-allotment option of 3,000,000 shares of the Company's Common Stock. This underwriting agreement is attached hereto as Exhibit 99.1.

An opinion by Commercial Law Group, P.C. related to our registration statement on Form S-3 (Registration No. 333-130196), as amended, and the offering is also attached hereto as Exhibit 5.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

| <b>Exhibit No.</b> | <b>Document Description</b>  |
|--------------------|--|
| 99.1               | Underwriting Agreement dated December 8, 2005 by and among Chesapeake Energy Corporation, UBS Securities LLC, Banc of America Securities LLC, Credit Suisse First Boston LLC, Lehman Brothers Inc., and Raymond James & Associates, Inc. |
| 5.1                | Opinion by Commercial Law Group, P.C.  |

**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/ Aubrey K. McClendon  
Aubrey K. McClendon

Chairman of the Board and

Chief Executive Officer

Date: December 13, 2005

**EXHIBIT INDEX**

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