

CHESAPEAKE ENERGY CORP

Form 10-Q/A

November 07, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended September 30, 2013

☐ 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

73-1395733

(State or other jurisdiction of incorporation or organization)

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

6100 North Western Avenue

Oklahoma City, Oklahoma

73118

(Address of principal executive offices)

(Zip Code)

(405) 848-8000

(Registrant's telephone number, including area code)

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 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 ☒

As of November 4, 2013, there were 665,098,207 shares of our \$0.01 par value common stock outstanding.

EXPLANATORY NOTE

Chesapeake Energy Corporation is filing this Amendment No. 1 on Form 10-Q/A to amend our quarterly report on Form 10-Q for the period ended September 30, 2013, filed on November 6, 2013 (the "Form 10-Q"). This Amendment No. 1 is being filed solely to include Exhibits 10.1 and 10.2, which were inadvertently omitted from the original filing of the Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

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# ITEM 6. Exhibits and Financial Statement Schedules

The following exhibits are filed as a part of this report:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith	Furnished Herewith
		Form	SEC File Number	Exhibit	Filing Date		
3.1.1	Chesapeake's Restated Certificate of Incorporation, as amended.	10-Q	001-13726	3.1.1	8/10/2009		
3.1.2	Certificate of Designation of 5% Cumulative Convertible Preferred Stock (Series 2005B), as amended.	10-Q	001-13726	3.1.4	11/10/2008		
3.1.3	Certificate of Designation of 4.5% Cumulative Convertible Preferred Stock, as amended.	10-Q	001-13726	3.1.6	8/11/2008		
3.1.4	Certificate of Designation of 5.75% Cumulative Non-Voting Convertible Preferred Stock (Series A).	8-K	001-13726	3.2	5/20/2010		
3.1.5	Certificate of Designation of 5.75% Cumulative Non-Voting Convertible Preferred Stock, as amended.	10-Q	001-13726	3.1.5	8/9/2010		
3.2	Chesapeake's Amended and Restated Bylaws.	8-K	001-13726	3.2	6/8/2012		
10.1	Employment Agreement effective August 14, 2013 between Chesapeake Energy Corporation and M. Christopher Doyle.					X	
10.2	Employment Agreement effective August 14, 2013 between Chesapeake Energy Corporation and Mikell					X	

Jason Pigott.

12*	Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends.	
31.1	Robert D. Lawler, Chief Executive Officer, Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X
31.2	Domenic J. Dell'Oso, Jr., Executive Vice President and Chief Financial Officer, Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X
32.1**	Robert D. Lawler, Chief Executive Officer, Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

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Exhibit Number	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith	Furnished Herewith
		Form	SEC File Number	Exhibit			
32.2**	Domenic J. Dell’Osso, Jr., Executive Vice President and Chief Financial Officer, Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.						
101.INS*	XBRL Instance Document.						
101.SCH*	XBRL Taxonomy Extension Schema Document.						
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.						
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.						
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document.						
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.						

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\*Filed with the Form 10-Q.

\*\*Furnished with the Form 10-Q.

**SIGNATURES**

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, thereunto duly authorized.

Date: November 7, 2013

By: /s/ DOMENIC J. DELL'OSSO, JR.  
Domenic J. Dell'Osso, Jr.  
Executive Vice President and  
Chief Financial Officer