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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)**

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**Chesapeake Energy Corporation**  
(Name of Subject Company (issuer))

**Chesapeake Energy Corporation**  
(Name of Filing Persons (issuer))

**2.25% Contingent Convertible Senior Notes due 2038**  
(Title of Class of Securities)

**165167CB1**  
(CUSIP Number of Class of Securities)

**James R. Webb**  
**Executive Vice President - General Counsel**  
**and Corporate Secretary**  
**6100 North Western Avenue**  
**Oklahoma City, Oklahoma 73118**  
**(405) 848-8000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*Copy to:*  
**Gene J. Oshman**  
**Clinton W. Rancher**  
**Baker Botts L.L.P.**  
**910 Louisiana Street**  
**Houston, Texas 77002**  
**(713) 229-1234**

**CALCULATION OF FILING FEE**

<b>Transaction valuation*</b>	<b>Amount of filing fee**</b>
\$8,732,000.00	\$1,058.32

\* For purposes of calculating amount of filing fee only. The transaction valuation upon which the filing fee was based was calculated as follows: The purchase price of the 2.25% Contingent Convertible Senior Notes due 2038, as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of October 30, 2018, there was \$8,732,000 aggregate principal amount outstanding, resulting in an aggregate purchase price of \$8,830,235.

\*\* The amount of the filing fee equals \$121.20 per \$1 million of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$1,058.32	Filing Party:	Chesapeake Energy Corporation
Form or Registration No.:	Schedule TO-I (File No. 005-43515)	Date Filed:	October 31, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by Chesapeake Energy Corporation, an Oklahoma corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on October 31, 2018, as amended and supplemented by Amendment No. 1 to the Schedule TO filed on November 2, 2018, relating to the Company's offer to repurchase the 2.25% Contingent Convertible Senior Notes due 2038 that were issued by the Company (the "Notes").

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 2 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 2 should be read in conjunction with the Schedule TO and the related offer materials.

#### **ITEMS 1, 4, 8 and 11.**

The holders' right to surrender Notes for repurchase (the "Offer") expired at 5:00 p.m., New York time, on December 12, 2018, and holders' withdrawal rights with respect to the Notes expired at 5:00 p.m., New York time, on December 14, 2018. The Company has been advised by The Bank of New York Mellon Trust Company, N.A., the paying agent, that \$7,809,000 aggregate principal amount of the Notes were surrendered to the paying agent and not withdrawn. The Company has accepted all such Notes for payment as required by the indenture governing the Notes. In accordance with the terms of the indenture governing the Notes, the Company expects to forward to the paying agent the appropriate amount of cash required to pay the total purchase price for the surrendered Notes on December 17, 2018, and for the paying agent promptly to distribute the cash to the holders as soon as practicable in accordance with the indenture governing the Notes. After the Offer, \$923,000 aggregate principal amount of the Notes will remain outstanding.

#### **ITEM 12.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibit referenced below.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(D)	Press Release dated December 17, 2018

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2018

CHESAPEAKE ENERGY CORPORATION

By: /s/ James R. Webb

James R. Webb

Executive Vice President - General Counsel and Corporate Secretary

# NEWS RELEASE

FOR IMMEDIATE RELEASE  
 DECEMBER 17, 2018

## CHESAPEAKE ENERGY CORPORATION ANNOUNCES THE EXPIRATION AND FINAL RESULTS OF ITS OFFER TO PURCHASE ITS 2.25% CONTINGENT CONVERTIBLE SENIOR NOTES DUE 2038

OKLAHOMA CITY, December 17, 2018 – Chesapeake Energy Corporation (NYSE:CHK) announced today the expiration and final results of its previously announced offer to purchase its 2.25% Contingent Convertible Senior Notes due 2038 (the “Notes”) at the option of the holders of the Notes pursuant to the terms of the Notes. The offer to purchase expired at 5:00 P.M., New York time, on December 12, 2018 and withdrawal rights with respect to tendered Notes expired at 5:00 p.m. New York time, on December 14, 2018. Holders of an aggregate of \$7,809,000 principal amount of the Notes exercised the holders' right to surrender their Notes for repurchase, and an aggregate of \$923,000 principal amount of the Notes remains outstanding. The repurchase price for any Notes that have been validly surrendered for purchase and not withdrawn will be paid promptly following the later of December 17, 2018 and the time of valid surrender of such Notes to the paying agent.

The holders' right to surrender their Notes for repurchase was made pursuant to the terms of a Company Notice dated October 31, 2018 (as amended, the “Company Notice”), which was attached as an exhibit to the Tender Offer Statement on Schedule TO filed by Chesapeake with the SEC on October 31, 2018. Holders of the Notes and other interested parties may obtain a free copy of these documents at the Securities and Exchange Commission’s website, [www.sec.gov](http://www.sec.gov), or from the trustee, which is The Bank of New York Mellon Trust Company, N.A.

The address for The Bank of New York Mellon is:  
 The Bank of New York Mellon Trust Company, N.A.  
 111 Sanders Creek Parkway  
 East Syracuse, NY 13057  
 Attention: Eric Herr  
 315-414-3362

This news release is for informational purposes only and does not constitute an offer to purchase, or solicitation of an offer to sell, any Notes. None of Chesapeake, its board of directors, or its employees makes any recommendation to any holder as to whether to exercise or refrain from exercising their right to surrender Notes for repurchase, and no one has been authorized by any of them to make such a recommendation.

*Headquartered in Oklahoma City, Chesapeake Energy Corporation's (NYSE: CHK) operations are focused on discovering and developing its large and geographically diverse resource base of unconventional oil and natural gas assets onshore in the United States. The company also owns an oil and natural gas marketing business.*

*This news release includes “forward-looking statements” that give Chesapeake's current expectations or forecasts of future events, including the timing of the settlement of the repurchase. Although we believe the expectations and forecasts reflected in our forward-looking statements are reasonable, we can give no assurance they will prove to have been correct. They can be affected by inaccurate or changed assumptions or by known or unknown risks and uncertainties (including those stated in Chesapeake's Annual Report on Form 10-K for the year ended December 31, 2017 and Chesapeake's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018), and actual results may differ from the expectation expressed. We caution you not to place undue reliance on our forward-looking statements, which speak only as of the date of this news release, and we undertake no obligation to update this information, except as required by applicable law.*

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### CHESAPEAKE ENERGY CORPORATION

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