

As filed with the Securities and Exchange Commission on December 22, 2000

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CHESAPEAKE ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

OKLAHOMA (State of Incorporation) 73-1395733 (I.R.S. Employer Identification No.)

6100 NORTH WESTERN AVENUE, OKLAHOMA CITY, OKLAHOMA 73118 (Address of principal executive offices) (zip code)

CHESAPEAKE ENERGY CORPORATION 2000 EMPLOYEE STOCK OPTION PLAN (Full title of the plan)

AUBREY K. MCCLENDON  
CHAIRMAN OF THE BOARD AND  
CHIEF EXECUTIVE OFFICER  
CHESAPEAKE ENERGY CORPORATION  
6100 NORTH WESTERN AVENUE  
OKLAHOMA CITY, OKLAHOMA 73118  
(Name and address for agent for service)

COPIES TO:  
CONNIE S. STAMETS, ESQ.  
WINSTEAD, SECHREST & MINICK P.C.  
A PROFESSIONAL CORPORATION  
5400 RENAISSANCE TOWER  
1201 ELM STREET  
DALLAS, TEXAS 75270

(405) 848-8000  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, \$.01 par value per share	3,000,000	(2)	\$ 14,682,035	\$3,670.51

(1) Pursuant to Rule 416, there are registered hereunder such indeterminate number of additional shares as may become issuable upon exercise of the options as a result of the antidilution provisions of the Chesapeake Energy Corporation 2000 Employee Stock Option Plan.

(2) Calculated pursuant to paragraphs (c) and (h) of Rule 457, based on outstanding options to purchase 1,322,250 shares of Common Stock at \$4.00 per share, 2,500 shares of Common Stock at \$7.81 per share, 3,000 shares of Common Stock at \$7.00 per share, 2,500 shares of Common Stock at \$6.94 per share, 10,000 shares of Common Stock at \$6.13 per share, 3,000 shares of Common Stock at \$5.88 per share, 10,000 shares of Common Stock at \$5.50 per share, and 1,646,750 shares of Common Stock at \$5.56 per share. The proposed maximum aggregate offering price was therefore determined as follows:

1,298,250	x	\$ 4.00	=	\$5,193,000
2,500	x	\$ 7.81	=	19,525
5,000	x	\$ 7.13	=	35,650
3,000	x	\$ 7.00	=	21,000
2,500	x	\$ 6.94	=	17,350
10,000	x	\$ 6.13	=	61,300
3,000	x	\$ 5.88	=	17,640
10,000	x	\$ 5.50	=	55,000
1,665,750	x	\$ 5.56	=	\$9,261,570
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3,000,000				\$14,682,035

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.\*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\*

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\* Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933 is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 and the Note to Part I of Form S-8.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Chesapeake Energy Corporation (the "Registrant") incorporates by reference into this Registration Statement the following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- (a) The prospectus filed by the Registrant pursuant to Rule 424(b)(3) on October 13, 2000 in connection with the Registrant's Registration Statement on Form S-1 (No. 333-46966);
- (b) The Registrant's quarterly reports on Form 10-Q for the periods ended March 31, June 30 and September 30, 2000;
- (c) The Registrant's current reports on Form 8-K filed on February 28, March 9, March 16, May 4, June 19, June 30, July 20, July 28, September 13, October 4, October 23, October 26, November 14, November 16, December 4, December 18, and December 21, 2000;
- (d) The description of the Registrant's common stock, par value \$.01 per share (the "Common Stock"), contained in the Registrant's Registration Statement on Form 8-B (No. 001-13726), including the amendment to such description filed by the Registrant on Form 8-K on December 18, 2000 and any other amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable. The Registrant's Common Stock has been registered under Section 12 of the Exchange Act.

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 1031 of the Oklahoma General Corporation Act, under which the Registrant is incorporated, authorizes the indemnification of directors and officers under certain circumstances. Article VIII of the Certificate of Incorporation of the Registrant and Article VI of the Bylaws of the Registrant also provide for indemnification of directors and officers under certain circumstances. These provisions, together with the Registrant's indemnification obligations under individual indemnity agreements with its directors and officers, may be sufficiently broad to indemnify such persons for liabilities under the Securities Act of 1933, as amended. In addition, the Registrant maintains insurance which insures its directors and officers against certain liabilities.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

## ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Certificate of Incorporation of the Registrant, as amended . Incorporated herein by reference to Exhibit 3.1 to Registrant's registration statement on Form S-1 (No. 333-45872).
4.2	Bylaws of the Registrant. Incorporated herein by reference to Exhibit 3.2 to Registrant's registration statement on Form 8-B (No. 001-13726).
5.1	Opinion of Winstead Sechrest & Minick P.C. regarding the validity of the securities being registered.
23.1	Consent of Winstead Sechrest & Minick P.C. (included as part of Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of Williamson Petroleum Consultants, Inc.
23.4	Consent of Ryder Scott Company Petroleum Engineers.
24.1	Power of Attorney.
99	Chesapeake Energy Corporation 2000 Employee Stock Option Plan. Incorporated herein by reference to Exhibit 10.1.6 to Registrant's Form 10-Q for the quarter ended March 31, 2000.

## ITEM 9. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on December 21, 2000.

## CHESAPEAKE ENERGY CORPORATION

By: /s/ Aubrey K. McClendon

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 Aubrey K. McClendon  
 Chairman of the Board and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on December 21, 2000

## SIGNATURE

## TITLE

/s/ Aubrey K. McClendon

Chairman of the Board, Chief Executive  
 Officer and Director

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 Aubrey K. McClendon

(Principal Executive Officer)

/s/ Tom L. Ward

President, Chief Operating Officer and  
 Director

-----  
 Tom L. Ward

(Principal Executive Officer)

/s/ Marcus C. Rowland

Executive Vice President and Chief  
 Financial Officer

-----  
 Marcus C. Rowland

(Principal Financial Officer)

/s/ Michael A. Johnson

Senior Vice President - Accounting  
 (Principal Accounting Officer)

-----  
 Michael A. Johnson

/s/ Edgar F. Heizer, Jr.

Director

-----  
 Edgar F. Heizer, Jr.

/s/ Breene M. Kerr

Director

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 Breene M. Kerr

/s/ Shannon T. Self

Director

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 Shannon T. Self

/s/ Frederick B. Whittemore

Director

-----  
 Frederick B. Whittemore



## EXHIBIT INDEX

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23.1	Consent of Winstead Sechrest & Minick P.C. (included as part of Exhibit 5.1).	
23.2	Consent of PricewaterhouseCoopers LLP.	12
23.3	Consent of Williamson Petroleum Consultants, Inc.	13
23.4	Consent of Ryder Scott Company L.P.	14
24.1	Power of Attorney.	15
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December 21, 2000

Chesapeake Energy Corporation  
6100 North Western Avenue  
Oklahoma City, OK 73118

Re: Chesapeake Energy Corporation 2000 Employee Stock Option Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission in connection with the Chesapeake Energy Corporation 2000 Employee Stock Option Plan (the "Plan"), which Registration Statement covers the offer and sale of shares of common stock, par value \$.01 per share (the "Shares"), of Chesapeake Energy Corporation to be issued by Chesapeake Energy Corporation pursuant to the Plan. We have also examined your minute books and other corporate records, and have made such other investigation as we have deemed necessary in order to render the opinions expressed herein.

Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable in accordance with the Oklahoma General Corporation Act.

Consent is hereby given for the inclusion of this opinion as part of the referenced Registration Statement.

Very truly yours,

/s/Winstead Sechrest & Minick P.C.  
Winstead Sechrest & Minick P.C.

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2000 relating to the financial statements, and financial statement schedule of Chesapeake Energy Corporation (the "Company"), which appears in the prospectus filed by the Company pursuant to Rule 424(b)(3) on October 13, 2000, in connection with the Company's Registration Statement on Form S-1 (No. 333-46966).

PricewaterhouseCoopers LLP

December 21, 2000  
Oklahoma City, Oklahoma

## CONSENT OF INDEPENDENT PETROLEUM CONSULTANTS, INC.

As independent oil and gas consultants, Williamson Petroleum Consultants, Inc. hereby consents to the use of our reserve report dated March 22, 2000 entitled, "Evaluation of Oil and Gas Reserves to the Interests of Chesapeake Energy Corporation in Certain Major-Value Properties in the United States Effective December 31, 1999 for Disclosure to the Securities and Exchange Commission Utilizing Aries Software Williamson Project 9.8764" and all references to our firm included in or made a part of the Chesapeake Energy Corporation Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission on or about December 22, 2000.

/s/ WILLIAMSON PETROLEUM CONSULTANTS, INC.  
WILLIAMSON PETROLEUM CONSULTANTS, INC.

Midland, Texas  
December 21, 2000

## CONSENT OF RYDER SCOTT COMPANY L.P.

As independent oil and gas consultants, Ryder Scott Company L.P., hereby consents to the use of our reserve report dated as of December 3, 1999 and all references to our firm included in or made a part of the Chesapeake Energy Corporation Form S-8 to be filed with the Securities and Exchange Commission on or about December 22, 2000.

/s/ RYDER SCOTT COMPANY, L.P.  
RYDER SCOTT COMPANY, L.P.

Houston, Texas  
December 19, 2000

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of Chesapeake Energy Corporation (the "Company"), an Oklahoma corporation, hereby constitutes and appoints Aubrey K. McClendon, Tom L. Ward and Marcus C. Rowland, and each of them, his or her true and lawful attorneys-in-fact to sign on his or her behalf, as a director or officer, as the case may be, of the Company, a Registration Statement(s) on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, shares of the Company's Common Stock, par value, \$.01 per share, issuable pursuant to the Chesapeake Energy Corporation 2000 Employee Stock Option Plan, and to sign any or with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, any or all amendments and any or all post-effective amendments to the Registration Statement whether on Form S-8 or otherwise, and all other documents in connection therewith, to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

EXECUTED this 21st day of December, 2000.

/s/ Aubrey K. McClendon

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Aubrey K. McClendon, Chairman of the  
Board, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Tom L. Ward

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Tom L. Ward, President, Chief  
Operating Officer and Director  
(Principal Executive Officer)

/s/ Marcus C. Rowland

-----  
Marcus C. Rowland, Executive Vice  
President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Michael A. Johnson

-----  
Michael A. Johnson, Senior Vice President -  
Accounting  
(Principal Accounting Officer)

/s/ Edgar F. Heizer, Jr.

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Edgar F. Heizer, Jr., Director

/s/ Breene M. Kerr

-----  
Breene M. Kerr, Director

/s/ Shannon T. Self

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Shannon T. Self, Director

/s/ Frederick B. Whittemore

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Frederick B. Whittemore, Director