

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Blackstone Energy Partners II Q.(Pub) L.P.</u>  (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE  (Street) NEW YORK NY 10154  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2021	3. Issuer Name and Ticker or Trading Symbol <u>CHESAPEAKE ENERGY CORP [ CHK ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,642,228 <sup>(15)(16)</sup>	I	See Footnotes <sup>(1)(7)(8)(10)(13)(14)(17)(18)(19)</sup>
Common Stock	2,563,751 <sup>(15)(16)</sup>	I	See Footnotes <sup>(2)(7)(8)(13)(14)(17)(18)(19)</sup>
Common Stock	4,069,275 <sup>(15)(16)</sup>	I	See Footnotes <sup>(3)(7)(9)(10)(11)(12)(13)(14)(17)(18)(19)</sup>
Common Stock	1,656,957 <sup>(15)(16)</sup>	I	See Footnotes <sup>(4)(7)(9)(13)(14)(17)(18)(19)</sup>
Common Stock	59,931 <sup>(15)(16)</sup>	I	See Footnotes <sup>(5)(7)(9)(11)(12)(13)(14)(17)(18)(19)</sup>
Common Stock	25,511 <sup>(15)(16)</sup>	I	See Footnotes <sup>(6)(7)(9)(13)(14)(17)(18)(19)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
Blackstone Energy Partners II Q.(Pub) L.P.  
 (Last) (First) (Middle)  
 C/O BLACKSTONE INC.  
 345 PARK AVENUE  
 (Street)  
 NEW YORK NY 10154  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Blackstone Energy Partners II.F Q.(Pub)

**L.P.**

(Last) (First) (Middle)

C/O BLACKSTONE INC.

345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Reflects securities directly held by Vine Investment LLC. Vine Oil & Gas Holdings LLC ("Holdings") is the managing member of Vine Investment LLC. Holdings is owned by Blackstone Capital Partners VI-Q L.P. ("BCP VI-Q"), Blackstone Energy Partners Q L.P. ("BEP Q"), Blackstone Family Investment Partnership VI-ESC L.P. ("BFIP VI"), Blackstone Energy Family Investment Partnership ESC L.P. ("BEFIP ESC") and Blackstone Energy Family Investment Partnership SMD L.P. ("BEFIP SMD"). The general partner of BEFIP ESC is BEP Side-by-Side GP L.L.C.
2. Reflects securities directly held by Vine Investment II LLC. Vine Investment II LLC is owned by Blackstone Capital Partners VI-Q (Pub) L.P. ("BCP VI AIV"), and Blackstone Energy Partners Q (Pub) L.P. ("BEP AIV").
3. Reflects securities directly held by Brix Investment LLC. Brix Investment LLC is owned by B&H Oil and Gas L.L.C. ("B&H Oil & Gas"). B&H Oil & Gas is owned by BCP VI-Q, BFIP VI, BCP VI SBS Holdings L.L.C. ("BCP VI SBS Holdings"), Blackstone Energy Partners II Q L.P. ("BEP II Q"), Blackstone Energy Partners II.F Q L.P. ("BEP II.F Q"), Blackstone Energy Family Investment Partnership II-ESC L.P. ("BEFIP II-ESC"), Blackstone Energy Family Investment Partnership II SMD L.P. ("BEFIP II SMD"), BEP II SBS Holdings L.L.C. ("BEP II SBS Holdings") and BTAS Q Holdings L.L.C. ("BTAS Q Holdings"). The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C.
4. Reflects securities directly held by Brix Investment II LLC. Brix Investment II LLC is owned by Blackstone Energy Partners II Q (Pub) L.P. ("BEP II AIV"), Blackstone Energy Partners II.F Q (Pub) L.P. ("BEP II.F AIV") and BCP VI AIV.
5. Reflects securities of the Issuer held directly by Harvest Investment LLC. Harvest Investment LLC is owned by B&H Oil & Gas. B&H Oil & Gas is owned by BCP VI-Q, BFIP VI, BCP VI SBS Holdings, BEP II Q, BEP II.F Q, BEFIP II-ESC, BEFIP II SMD, BEP II SBS Holdings and BTAS Q Holdings. The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C. The general partner of BEFIP II-ESC is BEP II Side-by-Side GP L.L.C.
6. Reflects securities directly held by Harvest Investment II LLC. Harvest Investment II LLC is owned by BEP II AIV, BEP II.F AIV and BCP VI AIV.
7. Blackstone Management Associates VI L.L.C. is the general partner of BCP VI-Q and BCP VI AIV. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C.
8. Blackstone Energy Management Associates L.L.C. is the general partner of BEP AIV and BEP Q. The sole member of Blackstone Energy Management Associates L.L.C. is Blackstone EMA L.L.C.
9. Blackstone Energy Management Associates II L.L.C. is the general partner of BEP II Q, BEP II.F Q, BEP II AIV and BEP II.F AIV. The sole member of Blackstone Energy Management Associates II L.L.C. is Blackstone EMA II L.L.C.
10. Blackstone Family GP L.L.C. is the general partner of BEFIP SMD and BEFIP II SMD. Blackstone Family GP L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
11. Blackstone Side-by-Side Umbrella Partnership L.P. is the sole member of each of BEP II SBS Holdings and BCP VI SBS Holdings. The general partner of Blackstone Side-by-Side Umbrella Partnership L.P. is Blackstone Side-by-Side Umbrella GP L.L.C.
12. BTAS Associates L.L.C. is the managing member of BTAS Q Holdings.
13. Blackstone Holdings III L.P. is the managing member of each of BMA VI L.L.C., Blackstone EMA L.L.C., BTAS Associates L.L.C. and Blackstone EMA II L.L.C. and the sole member of each of BCP VI Side-by-Side GP L.L.C., BEP Side-by-Side GP L.L.C., BEP II Side-by-Side GP L.L.C. and Blackstone Side-by-Side Umbrella GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C.
14. Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
15. On November 1, 2021, pursuant to the Agreement and Plan of Merger dated as of August 10, 2021 (the "merger agreement"), (i) a wholly owned subsidiary of Chesapeake Energy Corporation ("Chesapeake") merged with and into Vine Energy Inc. ("Vine"), with Vine surviving the merger as a wholly owned subsidiary of Chesapeake (the "first merger" and the surviving entity, the "surviving corporation", the time of such first merger being the "effective time"); and (ii) immediately following the first merger, the surviving corporation merged with and into Hannibal Merger Sub LLC, a wholly owned subsidiary of Chesapeake ("Merger Sub LLC"), with Merger Sub LLC surviving the merger as a wholly owned subsidiary of Chesapeake (the "second merger" and, together with the first merger, the "merger").
16. (Continued from Footnote 15) Immediately prior to the effective time, each Class B unit representing a limited liability company interest in Vine Energy Holdings LLC (individually, a "Holdings Unit"), and each corresponding share of Vine's Class B common stock, issued and outstanding at such time, was converted into Vine Class A common stock, par value \$0.01 per share ("Class A common stock"), and each Holdings Unit and each corresponding share of Vine Class B common stock was cancelled and ceases to exist. As a result of the merger, each eligible share of Vine Class A common stock issued and outstanding immediately prior to the effective time was converted into the right to receive \$1.20 in cash, without interest (the "cash consideration"), and 0.2486 shares (the "exchange ratio") of Chesapeake's common stock, par value \$0.01 per share.
17. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
18. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
19. Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

**Remarks:**

[BLACKSTONE ENERGY PARTNERS II Q \(PUB\) L.P., By: Blackstone Energy Management Associates II L.L.C., By: Blackstone EMA II L.L.C., By: Blackstone Holdings III L.P., By: Blackstone Holdings III GP Management L.L.C., its indirect gp, By: /s/ Tabea Hsi](#) [11/03/2021](#)

[BLACKSTONE ENERGY PARTNERS II.F Q \(PUB\) L.P., By: Blackstone](#) [11/03/2021](#)

[Energy Management Associates II L.L.C., By: Blackstone EMA II L.L.C., By: Blackstone Holdings III L.P., By: Blackstone Holdings III GP Management L.L.C., its indirect gp, By: /s/ Tabea Hsi](#)

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**