

**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): February 2, 2021

CHESAPEAKE ENERGY CORPORATION

(Exact name of Registrant as specified in its Charter)

Oklahoma

1-13726

73-1395733

(State or other jurisdiction of
incorporation)

(Commission File No.)

(IRS Employer Identification No.)

6100 North Western Avenue

Oklahoma City

OK

73118

(Address of principal executive offices)

(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On February 2, 2021, Chesapeake Energy Corporation (the "Company") announced updated acreage and production volumes for each of its five geographic operating areas.

- *Appalachia*: As of December 31, 2020, the Company holds approximately 540,000 net acres, producing an average of approximately 1,110 million cubic feet of natural gas per day in the fourth quarter of 2020.
- *Gulf Coast*: As of December 31, 2020, the Company holds approximately 225,000 net acres, producing approximately 558 million cubic feet of natural gas per day in the fourth quarter of 2020.
- *Eagle Ford Shale*: As of December 31, 2020, the Company holds approximately 220,000 net acres in South Texas, producing approximately 84 thousand barrels of oil equivalent per day in the fourth quarter of 2020, the majority of which is crude oil.
- *Brazos Valley*: As of December 31, 2020, the Company holds approximately 420,000 net acres in the Brazos Valley primarily targeting the Eagle Ford Shale oil formation, producing approximately 41 thousand barrels of oil equivalent per day in the fourth quarter of 2020, the majority of which is crude oil.
- *Powder River Basin*: As of December 31, 2020, the Company holds approximately approximately 190,000 net acres in Wyoming's Powder River Basin, producing approximately 22 thousand barrels of oil equivalent per day in the fourth quarter of 2020, the majority of which is crude oil and NGLs.

Also included in this filing as Exhibit 99.2 is the report of independent petroleum engineers, geologists and geophysicists, LaRoche Petroleum Consultants, Ltd.

Item 7.01. Regulations FD Disclosure.

On February 2, 2021, the Company issued a release announcing the commencement of a proposed private offering of \$500,000,000 in aggregate principal amount of senior unsecured notes due 2026 and \$500,000,000 in aggregate principal amount of senior unsecured notes due 2029 (together, the "Notes"). A copy of the press release is included as Exhibit 99.1 hereto and incorporated herein by reference.

Additionally, on February 2, 2021, the Company posted an updated investor presentation to the Investor Presentations section of the Company's website: <http://www.chk.com/investors/presentations>.

The information in this Form 8-K is being furnished, not filed, pursuant to Items 2.02 and 7.01. Accordingly, the information will not be incorporated by reference into any document filed by Chesapeake Energy Corporation under the Securities Act of 1933, as amended, except as set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Document Description
99.1	Press Release dated February 2, 2021.
99.2	Report of Independent Petroleum Engineers, Geologists and Geophysicists, LaRoche Petroleum Consultants, Ltd., dated January 29, 2021.
23.1	Consent of LaRoche Petroleum Consultants, Ltd.
104.0	Cover Page Interactive Data File - The cover page XBRL tags are embedded within the inline XBRL document.

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/ JAMES R. WEBB

James R. Webb

Executive Vice President — General Counsel and
Corporate Secretary

Date: February 2, 2021

**CONSENT OF LAROCHE PETROLEUM CONSULTANTS, LTD.,
INDEPENDENT PETROLEUM ENGINEERS**

LaRoche Petroleum Consultants, Ltd. hereby consents to the use of the name and to references to our firm in the form and context in which they appear in the Current Report on Form 8-K being filed by Chesapeake Energy Corporation with the United States Securities and Exchange Commission on February 2, 2021 (the "Current Report"). We hereby further consent to the inclusion in the Current Report of estimates of oil and natural gas reserves contained in our report dated February 1, 2021, and to the inclusion of our report as an exhibit to the Current Report and in all current and future registration statements of the Company that incorporate by reference such Current Report.

/s/ LaRoche Petroleum Consultants, Ltd.

LaRoche Petroleum Consultants, Ltd.

Texas Registered Engineering Firm F-1360

February 2, 2021



NEWS RELEASE

FOR IMMEDIATE RELEASE
February 2, 2021

CHESAPEAKE ANNOUNCES OFFERING OF SENIOR NOTES

Proceeds Will be Used to Partially Fund Emergence From Chapter 11

OKLAHOMA CITY, February 2, 2021 — Chesapeake Energy Corporation (“Chesapeake”) today announced that, subject to market conditions, Chesapeake’s wholly owned indirect subsidiary, Chesapeake Escrow Issuer LLC (the “Issuer”), intends to offer \$500 million aggregate principal amount of senior notes due 2026 (the “2026 Notes”) and \$500 million aggregate principal amount of senior notes due 2029 (the “2029 Notes, and collectively with the 2026 Notes, the “Notes”) pursuant to exemptions from registration under the Securities Act of 1933, as amended (the “Securities Act”). The offering of the Notes is part of a series of exit financing transactions being undertaken in connection with a restructuring of Chesapeake and certain of its subsidiaries (collectively, the “Debtors”), to be effected through a plan of reorganization under Chapter 11 of title 11 of the United States Code in the U.S. Bankruptcy Court for the Southern District of Texas substantially on the terms of the Debtors’ *Fifth Amended Joint Chapter 11 Plan of Reorganization of Chesapeake Energy Corporation and its Debtor Affiliates*, filed January 12, 2021 (as it may be amended, supplemented or modified, the “Plan”) and approved by the Bankruptcy Court on January 16, 2021 (the “Chapter 11 Cases”). If the Notes are issued prior to satisfaction of certain escrow release conditions, which includes the occurrence of the effective date of the Plan (the “Effective Date”), the Issuers will deposit the gross proceeds of the offering for each series of Notes into a segregated escrow account for each series of Notes (each, an “Escrow Account”). The Notes of each series will be secured by a lien on amounts deposited in the applicable Escrow Account until such amounts are released upon satisfaction of the escrow release conditions. On the Effective Date, the Escrow Issuer will merge with and into Chesapeake with Chesapeake continuing as the surviving entity, and the Notes will be assumed by Chesapeake. The proceeds of the offering, together with cash on hand and the anticipated proceeds from the other exit financing transactions, including borrowings under a new revolving credit facility and a rights offering of new shares of common stock will be used to fund the distributions provided for under the Plan, including the repayment of Chesapeake’s debtor-in-possession facility and certain fees, commissions and expenses related to Chesapeake’s emergence from bankruptcy.

The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such an offer, solicitation or sale is unlawful. Any offers of the Notes will be made only by means of a private offering memorandum.

INVESTOR CONTACT:

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MEDIA CONTACT:

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CHESAPEAKE ENERGY CORPORATION

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Oklahoma City, OK 73154

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.

This release may contain "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements are based on certain assumptions based on management's views, estimates, and beliefs as of the time of these statements regarding future events and results. When used in this release, words such as "will," "potential," "believe," "estimate," "intend," "expect," "may," "should," "anticipate," "could," "plan," "predict," "strategy," "future" or their negatives or other words that convey the uncertainty of future events or outcomes, are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Forward-looking statements involve uncertainties and are subject to many risks and variables. Actual future events may differ materially from those expressed in these forward-looking statements as a result of a number of factors related to our Chapter 11 cases, which are set forth in our risk factors described in our 2019 Annual Report on Form 10-K, 2020 First Quarterly Report on Form 10-Q, 2020 Second Quarterly Report on Form 10-Q, 2020 Third Quarterly Report on Form 10-Q and Current Report on Form 8-K filed with the SEC on January 19, 2021 available at the SEC's website at www.sec.gov. Although we believe our forward-looking statements are based on reasonable assumptions, no assurance can be given that these assumptions are accurate or that any of these expectations will be achieved (partially or in full) or will prove to have been correct. In light of the above, the events anticipated by our forward-looking statements may not occur, and, if any of such events do, we may not have correctly anticipated timing or the extent of their impact. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.



January 29, 2021

Ms. Effie Ashu
 Director of Reserves
 Chesapeake Energy Corporation
 6100 North Western Avenue
 Oklahoma City, OK 73118

Dear Ms. Ashu:

At your request, LaRoche Petroleum Consultants, Ltd. (LPC) has estimated the proved reserves and future net cash flow, as of December 31, 2020, to the Chesapeake Energy Corporation (CHK) interest in certain properties located in the United States. The work for this report was completed as of the date of this letter. This report was prepared to provide CHK with U.S. Securities and Exchange Commission (SEC) compliant reserve estimates. It is our understanding that the properties evaluated by LPC comprise eighty-six and nine tenths percent (86.9%) of CHK's proved reserves. We believe the assumptions, data, methods, and procedures used in preparing this report, as set out below, are appropriate for the purpose of this report. This report has been prepared using constant prices and costs and conforms to our understanding of the SEC guidelines, reserves definitions, and applicable financial accounting rules.

Summarized below are LPC's estimates of net reserves and future net cash flow. Future net cash flow is after deducting estimated production and ad valorem taxes, operating expenses, and future capital expenditures but before consideration of federal income taxes. The discounted cash flow values included in this report are intended to represent the time value of money and should not be construed to represent an estimate of fair market value. We estimate the net reserves and future net cash flow to the CHK interest, as of December 31, 2020, to be:

Category	Net Reserves			Future Net Cash Flow (M\$)	
	Oil (MB)	Gas (MMCF)	NGL (MB)	Total	Present Worth at 10%
Proved Developed					
Producing	122,859	2,849,473	40,792	4,146,390	2,637,509
Non-Producing	291	26,106	154	17,565	9,020
Proved Undeveloped	2,331	303,332	462	180,465	102,027
Total Proved ⁽¹⁾	125,481	3,178,911	41,408	4,344,420	2,748,556

⁽¹⁾ The total proved values above may or may not match those values on the total proved summary page that follows this letter due to rounding by the economics program.

The CHK reserves presented above are for the Business Units designated by CHK's internal naming system. These Business Units include Appalachia, Brazos Valley, Gulf Coast, Rockies and South Texas Business Units.

The oil reserves include crude oil, condensate, and natural gas liquids (NGL). Oil and NGL reserves are expressed in barrels which are equivalent to 42 U.S. gallons. Gas reserves are expressed in thousands of standard cubic feet (Mcf) at the contract temperature and pressure bases.

The estimated reserves and future net cash flow shown in this report are for proved developed producing reserves and, for certain properties, proved developed non-producing and proved undeveloped reserves. This report does not include any value that could be attributed to interests in undeveloped acreage beyond those tracts for which undeveloped reserves have been estimated.

Estimates of reserves were prepared using standard geological and engineering methods generally accepted by the petroleum industry. The reserves in this report have been estimated using deterministic methods. The method or combination of methods utilized in the evaluation of each reservoir included consideration of the stage of development of the reservoir, quality and completeness of basic data, and production history. Recovery from various reservoirs and leases was estimated after consideration of the type of energy inherent in the reservoirs, the structural positions of the properties, and reservoir and well performance. In some instances, comparisons were made to similar properties where more complete data were available. We have used all methods and procedures that we considered necessary under the circumstances to prepare this report. We have excluded from our consideration all matters to which the controlling interpretation may be legal or accounting rather than engineering or geoscience.

The estimated reserves and future net cash flow amounts in this report are related to hydrocarbon prices. Historical prices through December 2020 were used in the preparation of this report as required by SEC guidelines; however, actual future prices may vary significantly from the SEC prices. In addition, future changes in environmental and administrative regulations may significantly affect the ability of CHK to produce oil and gas at the projected levels. Therefore, volumes of reserves actually recovered and amounts of cash flow actually received may differ significantly from the estimated quantities presented in this report.

Benchmark prices used in this report are based on the twelve-month, unweighted arithmetic average of the first day of the month price for the period January 2020 through December 2020. Gas prices are referenced to a Henry Hub price of \$1.98 per MMBtu, as posted by Platts Gas Daily, and are adjusted for energy content, transportation fees, and regional price differentials. Oil and NGL prices are referenced to a Cushing West Texas Intermediate crude oil price of \$39.57 per barrel, and are adjusted for gravity, crude quality, transportation fees, and regional price differentials. These reference prices are held constant in accordance with SEC guidelines. The weighted average prices after adjustments over the life of the properties are \$35.35 per barrel for oil, \$0.68 per Mcf for gas, and \$6.56 per barrel for NGL.

Lease and well operating expenses are based on values reported by CHK and reviewed and confirmed by LPC at the Business Unit level. Expenses for the properties operated by CHK include direct lease and field level costs as well as allocated overhead costs. Leases and wells operated by others include all direct expenses as well as general and administrative overhead costs allowed under the specific joint operating agreements. Lease and well operating costs are held constant in accordance with SEC guidelines.

Capital costs and timing of all investments have been provided by CHK and are included as required for workovers, new development wells, and production equipment. CHK has represented to us that they have the ability and intent to implement their capital expenditure program as scheduled. CHK's estimates of the cost to plug and abandon the wells net of salvage value are included and scheduled at the end of the economic life of individual properties. These costs are also held constant.

LPC has made no investigation of possible gas volume and value imbalances that may have resulted from the overdelivery or underdelivery to the CHK interest. Our projections are based on the CHK interest receiving its net revenue interest share of estimated future gross oil, gas, and NGL production.

Technical information necessary for the preparation of the reserve estimates herein was furnished by CHK or was obtained from state regulatory agencies and commercially available data sources. No special tests were obtained to assist in the preparation of this report. For the purpose of this report, the individual well test and production data as reported by the above sources were accepted as represented together with all other factual data presented by CHK including the extent and character of the interest evaluated.

An on-site inspection of the properties has not been performed nor has the mechanical operation or condition of the wells and their related facilities been examined by LPC. In addition, the costs associated with the continued operation of uneconomic properties are not reflected in the cash flows.

The evaluation of potential environmental liability from the operation and abandonment of the properties is beyond the scope of this report. In addition, no evaluation was made to determine the degree of operator compliance with current environmental rules, regulations, and reporting requirements. Therefore, no estimate of the potential economic liability, if any, from environmental concerns is included in the projections presented herein.

The reserves included in this report are estimates only and should not be construed as exact quantities. They may or may not be recovered; if recovered, the revenues therefrom and the costs related thereto could be more or less than the estimated amounts. These estimates should be accepted with the understanding that future development, production history, changes in regulations, product prices, and operating expenses would probably cause us to make revisions in subsequent evaluations. A portion of these reserves are for behind-pipe zones, undeveloped locations, and producing wells that lack sufficient production history to utilize performance-related reserve estimates. Therefore, these reserves are based on estimates of reservoir volumes and recovery efficiencies along with analogies to similar production. These reserve estimates are subject to a greater degree of uncertainty than those based on substantial production and pressure data. It may be necessary to revise these estimates up or down in the future as additional performance data become available. As in all aspects of oil and gas evaluation, there are uncertainties inherent in the interpretation of engineering and geological data; therefore, our conclusions represent informed professional judgments only, not statements of fact.

The results of our third-party study were prepared in accordance with the disclosure requirements set forth in the SEC regulations and intended for public disclosure as an exhibit in filings made with the SEC by CHK.

CHK makes periodic filings on Form 10-K with the SEC under the 1934 Exchange Act. Furthermore, CHK has certain registration statements filed with the SEC under the 1933 Securities Act into which any subsequently filed Form 10-K is incorporated by reference. We have consented to the incorporation by reference in the registration statements on Form S-3 and Form S-8 of CHK of the references to our name as well as to the references to our third-party report for CHK which appears in the December 31, 2020 annual report on Form 10-K and/or 10-K/A of CHK. Our written consent for such use is included as a separate exhibit to the filings made with the SEC by CHK.

We have provided CHK with a digital version of the original signed copy of this report letter. In the event there are any differences between the digital version included in filings made by CHK and the original signed report letter, the original signed report letter shall control and supersede the digital version.

The technical persons responsible for preparing the reserve estimates presented herein meet the requirements regarding qualifications, independence, objectivity, and confidentiality set forth in the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" promulgated by the Society of Petroleum Engineers. The technical person primarily responsible for overseeing the preparation of reserves estimates herein is William M. Kazmann. Mr. Kazmann is a Licensed Professional Engineer in the State of Texas who has 46 years of engineering experience in the oil and gas industry. Mr. Kazmann earned his Bachelor of Science and Master of Science degrees in Petroleum Engineering from the University of Texas at Austin and has prepared and overseen preparation of reports for public filings for LPC for the past 25 years. LPC is an independent firm of petroleum engineers, geologists, and geophysicists and is not employed on a contingent basis. Data pertinent to this report are maintained on file in our office.

Very truly yours,

LaRoche Petroleum Consultants, Ltd.
State of Texas Registration Number F-1360
By LPC, Inc. General Partner

/s/ Joe A. Young

Joe A. Young, Vice President
Licensed Professional Engineer
State of Texas No. 62866

/s/ William M. Kazmann

William M. Kazmann, President
Licensed Professional Engineer
State of Texas No. 45012

JAY:mam
Job # 20-940