

Registration No. 33-89282

POST EFFECTIVE AMENDMENT NO. 1  
TO  
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 or other jurisdiction  
of incorporation or organization)

73-1395733  
(I.R.S. Employer  
Identification No.)

6100 North Western Avenue  
Oklahoma City, Oklahoma  
(Address of Principal Executive Office)

73118  
(Zip Code)

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CHESAPEAKE ENERGY CORPORATION 1992 NONSTATUTORY 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 of agent  
for service)

Copies to:  
W. Chris Coleman, Esq.  
McAfee & Taft  
A Professional Corporation  
Tenth Floor  
Two Leadership Square  
Oklahoma City, Oklahoma 73102

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

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On December 31, 1996, Chesapeake Energy Corporation, a Delaware corporation, merged with and into its newly formed Oklahoma subsidiary, Chesapeake Oklahoma Corporation (the name of which has been changed to Chesapeake Energy Corporation as a result of the merger ("Chesapeake Oklahoma")). By this amendment, Chesapeake Oklahoma hereby adopts this registration statement, as well as the stock option plan which is the subject of this registration statement, as its own for all purposes of the Securities Act of 1933 and the Securities Exchange Act of 1934. This adoption is made pursuant to rule 414(d) as promulgated under the Securities Act of 1933.

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 Post Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oklahoma City, State of Oklahoma, on the 11th day of February, 1997.

CHESAPEAKE ENERGY CORPORATION

By AUBREY K. MCCLENDON  
Aubrey K. McClendon, Chairman of  
the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities indicated on February 11, 1997.

AUBREY K. MCCLENDON  
Aubrey K. McClendon, Chairman  
of the Board, Chief  
Executive Officer (Principal

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

Executive Officer) and Director

MARCUS C. ROWLAND  
Marcus C. Rowland, Vice  
President - Finance and Chief  
Financial Officer (Principal  
Financial Officer)

RONALD A. LEFAIVE  
Ronald A. Lefaive, Controller  
(Principal Accounting Officer)

E. F. HEIZER, JR.  
E. F. Heizer, Jr., Director

BREENE M. KERR  
Breene M. Kerr, Director

SHANNON SELF  
Shannon Self, Director

FREDERICK B. WHITTEMORE  
Frederick B. Whittemore, Director

WALTER C. WILSON  
Walter C. Wilson, Director