

CHESAPEAKE ENERGY CORP

Form 8-K

August 20, 2018

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): August 17, 2018

CHESAPEAKE ENERGY

CORPORATION

(Exact name of Registrant as specified in its
Charter)

Oklahoma 1-13726 73-1395733

(State

or (Commission Employer
other jurisdictionFile No.) Identification
of No.)

incorporation)

6100 North Western

Avenue, Oklahoma 73118

City, Oklahoma

(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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 17, 2018, the Board of Directors (the “Board”) of Chesapeake Energy Corporation (the “Company”) appointed Mark A. Edmunds to the Board. Mr. Edmunds will serve on the Audit Committee and Compensation Committee of the Board.

Upon Mr. Edmunds’ appointment as a non-employee director, Mr. Edmunds will receive the standard annual benefits paid to each non-employee director, including: (i) an annual retainer of \$100,000, paid quarterly in installments; and (ii) an annual grant of restricted stock units with a value of approximately \$250,000, issued pursuant to the Company’s 2014 Long Term Incentive Plan. Mr. Keating will receive prorated cash and restricted stock unit awards for the remainder of 2018.

In connection with his appointment, the Company and Mr. Keating will enter into the Company’s standard indemnity agreement for officers and directors.

There are no arrangements or understandings between Mr. Edmunds and the Company or any other person pursuant to which Mr. Edmunds was appointed as a director of the Company. Mr. Edmunds is not related to any officer or director of the Company. There are no transactions or relationships between Mr. Edmunds and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	SEC File Number	Exhibit	Filing Date
<u>10.1</u>	Form of Indemnity Agreement for officers and directors of Chesapeake and its subsidiaries	8-K	001-13726	10.3	6/27/2012

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: August 20, 2018