

CHESAPEAKE ENERGY CORP
Form SC TO-I/A
November 21, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO

(Amendment No. 3)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934

CHESAPEAKE ENERGY CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

6.25% MANDATORY CONVERTIBLE PREFERRED STOCK

(Title of Class of Securities)

165167818

(CUSIP Number of Class of Securities)

Jennifer M. Grigsby

Senior Vice President, Treasurer and

Corporate Secretary

6100 North Western Avenue

Oklahoma City, Oklahoma 73118

(405) 848-8000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

With copies to:

Michael S. Telle

Bracewell & Giuliani LLP

711 Louisiana Street, Suite 2300

Houston, Texas 77002-2770

713-221-1327

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713-221-2113 (fax)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 to Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on October 23, 2007, as amended by Amendment No. 1 to the Schedule TO filed on November 9, 2007 and Amendment No. 2 to the Schedule TO filed on November 19, 2007 (as amended, the Schedule TO) and relates to an offer by Chesapeake Energy Corporation, an Oklahoma corporation (the Company), to exchange (the Exchange Offer) 8.0549 shares of the Company s common stock for each validly tendered and accepted share of the Company s 6.25% Mandatory Convertible Preferred Stock, on the terms and subject to the conditions described in the Offer to Exchange, dated October 23, 2007 (the Offer to Exchange), and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the Exchange Offer. The Offer to Exchange and the accompanying Letter of Transmittal were previously filed as Exhibit (a)(1) to the Schedule TO. The Exchange Offer is being made by the Company pursuant to an exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

The Schedule TO was filed in satisfaction of the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended, and this Amendment No. 3 to Schedule TO is being filed to amend the Schedule TO to include the results of the Exchange Offer and to file a copy of the press release dated November 21, 2007.

The information set forth in the Offer to Exchange, including the accompanying Letter of Transmittal attached as Annex A thereto, is incorporated in this Amendment No. 3 by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 4. Terms of the Transaction

Item 4 of Schedule TO is hereby amended and supplemented by adding the following:

The Exchange Offer expired at 12:00 midnight, New York City time, on Tuesday, November 20, 2007, (the Expiration Date). On November 21, 2007, the Company announced that approximately 2,152,132 shares of Preferred Stock, representing approximately 94% of the outstanding shares of Preferred Stock, were validly tendered in the Exchange Offer and not withdrawn as of the Expiration Date. The Company has accepted all such shares for exchange, and the settlement and exchange of shares of the Company s common stock for such validly tendered and accepted shares of Preferred Stock will be made promptly. Following settlement of the Exchange Offer, approximately 147,868 shares of Preferred Stock will remain outstanding.

The full text of Chesapeake s press release, relating to the announcement of the expiration and results of the Exchange Offer, is filed herewith as Exhibit (a)(4) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of Schedule TO is hereby amended by adding the following:

(a)(4) Press Release of Chesapeake Energy Corporation, dated November 21, 2007, announcing the expiration and results of the Exchange Offer.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 21, 2007

CHESAPEAKE ENERGY CORPORATION

By: /s/ JENNIFER M. GRIGSBY
Jennifer M. Grigsby

Senior Vice President, Treasurer and

Corporate Secretary

EXHIBIT INDEX

EXHIBIT

| NUMBER | EXHIBIT NAME |
|---------------|---|
| * (a)(1) | Offer to Exchange, dated October 23, 2007, and related Letter of Transmittal. |
| * (a)(2) | Press Release, dated October 23, 2007. |
| * (a)(3) | Press Release, dated November 19, 2007. |
| (a)(4) | Press Release, dated November 21, 2007. |
| (b) | Not applicable. |
| (d) | Not applicable. |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed as an exhibit to Schedule TO.