

Edgar Filing: CHESAPEAKE ENERGY CORP - Form 8-A12B

CHESAPEAKE ENERGY CORP  
Form 8-A12B  
July 19, 2004

As filed with the Securities and Exchange Commission on July 19, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

CHESAPEAKE ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

OKLAHOMA  
(State of incorporation or  
organization)

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

6100 NORTH WESTERN AVENUE  
OKLAHOMA CITY, OKLAHOMA  
(Address of principal executive offices)

73118  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS  
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED

4.125% Cumulative Convertible  
Preferred Stock

New York Stock Exchange

If this Form relates to the  
registration of a class of  
securities pursuant to Section  
12(b) of the Exchange Act and  
is effective pursuant to General  
Instruction A.(c), check the  
following box.

If this Form relates to the  
registration of a class of  
securities pursuant to Section  
12(g) of the Exchange Act and  
is effective pursuant to General  
Instruction A.(d), check the  
following box.

Securities Act registration statement file number to which this form  
relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act: None

# Edgar Filing: CHESAPEAKE ENERGY CORP - Form 8-A12B

## ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The securities to be registered consist of 4.125% Cumulative Convertible Preferred Stock, par value \$.01 per share (the "Preferred Stock"), of Chesapeake Energy Corporation (the "Registrant"). The Registrant hereby incorporates by reference herein the description of the terms, rights and preferences of the Preferred Stock set forth under the caption "Description of the Preferred Stock" in the Prospectus dated July 8, 2004 forming a part of the Registrant's registration statement on Form S-3 (No. 333-116461). Such Prospectus was filed with the Commission by the Registrant pursuant to Rule 424(b)(3) under the Securities Act of 1933 on July 12, 2004.

## ITEM 2. EXHIBITS

The following exhibits are filed pursuant to the Instruction to Item 2:

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----  |
|----------------------|---|
| 99.1.                | Registrant's Restated Certificate of Incorporation. Incorporated herein by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.   |
| 99.2.                | Registrant's Amendment to Restated Certificate of Incorporation dated June 9, 2004. Incorporated herein by reference to Exhibit 4.2 to Registrant's Registration Statement on Form S-3 (No. 333-116461) filed June 14, 2004.  |
| 99.3.                | Registrant's Amended and Restated Bylaws. Incorporated herein by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.  |
| 99.4                 | Rights Agreement dated July 15, 1998 between Registrant and UMB Bank, N.A., as Rights Agent. Incorporated herein by reference to Exhibit 1 to Registrant's registration statement on Form 8-A filed July 16, 1998. Amendment No. 1 to Rights Agreement dated September 11, 1998. Incorporated herein by reference to Exhibit 10.3 to Chesapeake's quarterly report on Form 10-Q for the quarter ended September 30, 1998 filed November 16, 1998. |

2

## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CHESAPEAKE ENERGY CORPORATION

By: /s/ MARCUS C. ROWLAND

-----  
Marcus C. Rowland  
Executive Vice President and  
Chief Financial Officer

Edgar Filing: CHESAPEAKE ENERGY CORP - Form 8-A12B

Date: July 19, 2004

3

INDEX TO EXHIBITS

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----  |
|----------------------|---|
| 99.1.                | Registrant's Restated Certificate of Incorporation. Incorporated herein by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.   |
| 99.2.                | Registrant's Amendment to Restated Certificate of Incorporation dated June 9, 2004. Incorporated herein by reference to Exhibit 4.2 to Registrant's Registration Statement on Form S-3 (No. 333-116461) filed June 14, 2004.  |
| 99.3.                | Registrant's Amended and Restated Bylaws. Incorporated herein by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2003.  |
| 99.4.                | Rights Agreement dated July 15, 1998 between Registrant and UMB Bank, N.A., as Rights Agent. Incorporated herein by reference to Exhibit 1 to Registrant's registration statement on Form 8-A filed July 16, 1998. Amendment No. 1 to Rights Agreement dated September 11, 1998. Incorporated herein by reference to Exhibit 10.3 to Chesapeake's quarterly report on Form 10-Q for the quarter ended September 30, 1998 filed November 16, 1998. |

4