

CHESAPEAKE ENERGY CORP  
Form 8-K  
January 26, 2006

**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)

January 26, 2006 (January 23, 2006)

**CHESAPEAKE ENERGY CORPORATION**

(Exact name of Registrant as specified in its Charter)

**Oklahoma**

(State or other jurisdiction of incorporation)

**1-13726**

(Commission File No.)

**73-1395733**

(IRS Employer Identification No.)

**6100 North Western Avenue, Oklahoma City, Oklahoma**

(Address of principal executive offices)

**73118**

(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))

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

**Section 5 Corporate Governance and Management**

**Item 5.03 Amendments to Articles of Incorporation.**

Effective January 23, 2006, Chesapeake Energy Corporation (the Company) filed a Certificate of Elimination with the Oklahoma Secretary of State retiring 2,750 shares of our 4.125% Cumulative Convertible Preferred Stock, par value \$0.01 per share. Such shares of 4.125% Preferred Stock were acquired by the Company as the result of privately negotiated exchange offers to exchange its common stock for the 2,750 shares of 4.125% Preferred Stock. The Certificate of Elimination is attached hereto as Exhibit 3.1.1.

Effective January 23, 2006, the Company filed a Certificate of Elimination with the Oklahoma Secretary of State retiring 18,000 shares of our 5.0% Cumulative Convertible Preferred Stock (Series 2003), par value \$0.01 per share. Such shares of 5.0% Preferred Stock (2003) were acquired by the Company as the result of a privately negotiated exchange offer to exchange its common stock for the 18,000 shares of 5.0% Preferred Stock (2003). The Certificate of Elimination is attached hereto as Exhibit 3.1.2.

Effective January 24, 2006, the Company filed a Certificate of Elimination with the Oklahoma Secretary of State retiring 125,000 shares of our 5.0% Cumulative Convertible Preferred Stock (Series 2003), par value \$0.01 per share. Such shares of 5.0% Preferred Stock (2003) were acquired by the Company as the result of a privately negotiated exchange offer to exchange its common stock for the 125,000 shares of 5.0% Preferred Stock (2003). The Certificate of Elimination is attached hereto as Exhibit 3.1.3.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Final Statements and Exhibits.**

(c) Exhibits

| <b>Exhibit No.</b> | <b>Document Description</b>  |
|--------------------|--|
| 3.1.1              | Certificate of Elimination dated January 23, 2006- 4.125% Cumulative Convertible Preferred Stock             |
| 3.1.2              | Certificate of Elimination dated January 23, 2006- 5.0% Cumulative Convertible Preferred Stock (Series 2003) |
| 3.1.3              | Certificate of Elimination dated January 24, 2006- 5.0% Cumulative Convertible Preferred Stock (Series 2003) |



**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/ Aubrey K. McClendon  
Aubrey K. McClendon

Chairman of the Board and

Chief Executive Officer

Date: January 26, 2006

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document Description</b>  |
|--------------------|--|
| 3.1.1              | Certificate of Elimination dated January 23, 2006- 4.125% Cumulative Convertible Preferred Stock             |
| 3.1.2              | Certificate of Elimination dated January 23, 2006- 5.0% Cumulative Convertible Preferred Stock (Series 2003) |
| 3.1.3              | Certificate of Elimination dated January 24, 2006- 5.0% Cumulative Convertible Preferred Stock (Series 2003) |