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CHESAPEAKE ENERGY CORP

Form 424B3

February 15, 2002

Filed pursuant to Rule 424 (b) (3)

Registration No. 333-76546

3,000,000 SHARES

OF

CHESAPEAKE ENERGY CORPORATION

6.75% Cumulative Convertible Preferred Stock

(Liquidation Preference \$50 per share)

and

Common Stock,

(Par Value \$.01 per share)

PROSPECTUS SUPPLEMENT NO. 1

DATED FEBRUARY 14, 2002

TO PROSPECTUS DATED JANUARY 30, 2002

The selling securityholders table on page 27 and 28 of the prospectus is amended by this supplement no. 1 to read as follows.

NAME	Number of Shares of Preferred Stock Beneficially Owned Prior to the Offering	Number of Shares of Preferred Stock Being Offered Hereby	Number of Shares of Preferred Stock to be Owned After Completion of the Offering	Number of Shares of Common Stock Beneficially Owned Prior to the Offering
AIG Soundshore Holdings Ltd.....	139,500	139,500	0	905,843
AIG Soundshore Opportunity Holding Fund Ltd.....	76,400	76,400	0	496,103
AIG Soundshore Strategic Holding Fund Ltd.....	46,100	46,100	0	299,350
Alpine Associates.....	100,000	100,000	0	649,350
Alpine Partners, L.P.....	15,000	15,000	0	97,403
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.....	20,000	20,000	0	129,870
Argent LowLev Convertible Arbitrage Fund Ltd.....	40,000	40,000	0	259,740
Bear, Stearns & Co. Inc.....	5,000	5,000	0	32,468
BGI Global Investors c/o Forest Investment Mngt. L.L.C.....	6,200	6,200	0	40,260

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Banc of America Securities LLC.....	180,000	180,000	0	1,168,830
CSFB Convertible and				
Quantitative Strategies.....	50,000	50,000	0	324,675
Fidelity Financial Trust:				
Fidelity Convertible Securities				
Fund.....	405,000	405,000	0	2,629,868
First Union National Bank.....	295,000	295,000	0	1,915,583
FIST - Franklin Convertible				
Securities Fund.....	40,000	40,000	0	259,740
Forest Alternative Strategies II.....	1,800	1,800	0	11,688
Forest Fulcrum Fund L.L.P.....	20,000	20,000	0	129,870
Forest Global Convertible Fund				
Series A-5.....	75,600	75,600	0	490,909
FTIF - Franklin Income Fund.....	1,000	1,000	0	6,494
Franklin Custodian Fund -				
Income Fund.....	270,800	270,800	0	1,758,440
FTVIPT - Franklin Income				
Securities Fund.....	18,000	18,000	0	116,883
Global Bermuda Limited Partnership...	4,000	4,000	0	25,974
Highbridge International LLC.....	10,000	10,000	0	64,935
KBC Financial Products USA Inc.....	17,500	17,500	0	113,636
Lakeshore International Ltd.....	16,000	16,000	0	103,896
Lipper Convertibles, L.P.....	150,000	150,000	0	974,025
LLT Limited.....	6,200	6,200	0	40,260
Lyxor Master Fund.....	2,000	2,000	0	12,987
Navigator Offshore Fund, Ltd.....	15,000	15,000	0	97,403
Navigator Partners L.P.....	3,000	3,000	0	19,481
The Northwestern Mutual Life				
Insurance Company.....	30,000	30,000	0	194,805
Onex Industrial Partners Limited.....	7,250	7,250	0	47,078
Pebble Capital Inc.....	3,000	3,000	0	19,481
Peoples Benefit Life Insurance				
Company/TEAMSTERS.....	17,500	17,500	0	113,636
Ramius Capital Group.....	10,000	10,000	0	64,935
RBC Capital Services Inc. c/o				
Forest Investment Mngt. LLC.....	1,500	1,500	0	9,740
RCG Halifax Master Fund Ltd.....	5,000	5,000	0	32,468
RCG Latitude Master Fund Ltd.....	15,000	15,000	0	97,403
RCG Multi Strategy LP.....	10,000	10,000	0	64,935
Retail Clerks Pension Trust #2.....	17,500	17,500	0	113,636
Silvercreek Limited Partnership.....	5,000	5,000	0	32,468
Silvercreek II Limited.....	9,750	9,750	0	63,312
Speer, Leeds & Kellogg L.P.....	10,000	10,000	0	64,935
Sunrise Partners LLC.....	269,000	269,000	0	1,746,752
Sylvan (IMA) Ltd. c/o Forest				
Investment Mngt. L.L.C.....	7,500	7,500	0	48,701
UBS O'Connoz LLC F/B/O UBS				
Global Equity Arbitrage Master Ltd...	70,000	70,000	0	454,545
White River Securities L.L.C.....	5,000	5,000	0	32,468
Yield Strategies Fund I, LP.....	7,500	7,500	0	48,701
Yield Strategies Fund II, LP.....	7,500	7,500	0	48,701
Zurich Master Hedge Fund c/o				
Forest Investment Mngt. L.L.C.....	6,200	6,200	0	40,260
Total	2,543,300			

(1) The stated amounts, to the extent they describe common stock issuable upon conversion of the holder's preferred stock, assume conversion of all of the

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holders' preferred stock at a conversion ratio of 6.4935 shares of our common stock per share of preferred stock. This conversion ratio, however, will be subject to adjustment as described under "Description of the Preferred Stock - Conversion Price Adjustment". As a result, the number of shares of our common stock issuable upon conversion of the preferred stock and, therefore, attributable to holders of preferred stock, may increase or decrease in the future.