

CHESAPEAKE ENERGY CORP  
Form 8-K  
December 14, 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)

December 14, 2006 (December 8, 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 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 8, 2006, Chesapeake Energy Corporation (the Company ) entered into an Underwriting Agreement with Deutsche Bank Securities Inc., as underwriter, to issue and sell to the underwriter 30,000,000 shares of its Common Stock, a copy of which is filed herewith as Exhibit 99.1. A copy of the press release announcing the pricing of the common stock was filed under item 8.01 of our Form 8-K dated December 11, 2006.

**Section 8 Other Events**

**Item 8.01 Other Events.**

An opinion by Commercial Law Group, P.C. related to our registration statement on Form S-3 (Registration No. 333-130196) and the offering is also attached hereto as Exhibit 5.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Final Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Document Description</b>
99.1	Underwriting Agreement dated as of December 8, 2006 by and among Chesapeake Energy Corporation and Deutsche Bank Securities Inc.
5.1	Opinion Letter of Commercial Law Group, P.C.

**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: December 14, 2006

**EXHIBIT INDEX**

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