

CHESAPEAKE ENERGY CORP

Form DEFA14A

April 05, 2019

UNITED STATES

Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §.240.14a-12

CHESAPEAKE ENERGY CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

(set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Shareholders to be Held on May 17, 2019

CHESAPEAKE ENERGY CORPORATION Meeting Information

Meeting Type:	Annual Meeting
For holders as of:	March 18, 2019
Date:	May 17, 2019
	Time: 10:00 A.M. Central Time
Location:	Chesapeake Energy Corporation Building 12 6100 North Western Avenue Oklahoma City, OK 73118

You are receiving this
communication because you
hold shares in the company
named above.

This is not a ballot. You
cannot use this notice to vote
these shares. This
communication presents only
an overview of the more
complete proxy materials that
are available to you on the
Internet. You may view the
proxy materials online at
www.proxyvote.com, scan the
QR Barcode on the reverse
side, or easily request a paper
copy (see reverse side).

6100 NORTH WESTERN AVENUE
OKLAHOMA CITY, OK 73118

We encourage you to access
and review all of the
important information
contained in the proxy
materials before voting.

See the reverse side of this
notice to obtain proxy
materials and voting
instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY

STATEMENT ANNUAL REPORT

How to View Online:

Have the 16-digit number that is printed in the box marked by the arrow (located on the following page) available and visit www.proxyvote.com, or use your tablet or smartphone to scan the QR Code below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 16-digit number that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 3, 2019 to facilitate timely delivery.

How To Vote

Please Choose

One of the

Following Voting

Methods

Vote By Internet: Go

to

www.proxyvote.com

or, from a tablet or

smartphone, scan the

QR Code above.

Have the 16-digit

number that is

printed in the box

marked by the arrow

(located on the

following page)

available and follow

the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person:

Please review the proxy materials for information on what you will need to bring to be admitted to the meeting. You will need valid picture identification and an admission ticket to be admitted. To request and print tickets, have the 16-digit number that is printed in the box marked by the arrow (located on the following page) available, then access Register for Meeting at www.proxyvote.com, and follow the instructions provided. At the meeting, you will need to request a ballot to vote these shares.

Voting Items

The Board of
Directors
recommends a vote
FOR the election of
all director
nominees.

Election of

1. Directors Company Proposals - The Board of Directors recommends a vote FOR Proposals 2 and 3.

Gloria R.
Boyland

2. To approve on an advisory basis our named executive officer compensation.

Luke R.
Corbett

3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

Mark A.

Edmunds Other Matters

Scott A.

1a.

Gieselman

4. In its discretion, upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

1b.

David W.

1c.

Hayes

1d.

Leslie

1e.

Starr

1f.

Keating

1g.

Robert D.

1h.

"Doug"

1i.

Lawler

1j.

R. Brad

Martin

Merrill

A. "Pete"

Miller, Jr.

Thomas

L. Ryan

