CHESAPEAKE ENERGY CORP
Form SC 13G
February 11, 2019

Securities and Exchange Commission

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant

to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed

Pursuant to § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)*

CHESAPEAKE ENERGY CORP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

165167107

(CUSIP Number)

February 1, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons

The Carlyle Group L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power **0**
	6	Shared Voting Power **172,897,387**
	7	Sole Dispositive Power **0**
	8	Shared Dispositive Power **172,897,387**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

172,897,387

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

10.6%

12 Type of Reporting Person

PN

1 Names of Reporting Persons

Carlyle Group Management L.L.C.

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(a) (b)

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12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

Carlyle Holdings I GP Inc.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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4 Citizenship or Place of Organization

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CO

1 Names of Reporting Persons

Carlyle Holdings I GP Sub L.L.C.

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12 Type of Reporting Person

PN

1 Names of Reporting Persons

TC Group, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

TC Group Sub L.P.

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(a) (b)

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4 Citizenship or Place of Organization

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12 Type of Reporting Person

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1 Names of Reporting Persons

TC Group VI S1, L.L.C.

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12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

TC Group VI S1, L.P.

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	7	**172,897,387** Sole Dispositive Power
	8	**0** Shared Dispositive Power

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Not Applicable

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10.6%

12 Type of Reporting Person

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1 Names of Reporting Persons

CP VI Eagle Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		**0**
	6	Shared Voting Power
		172,897,387
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
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11 Percent of Class Represented by Amount in Row 9

10.6%

12 Type of Reporting Person

PN

ITEM 1. (a) Name of Issuer:
Chesapeake Energy Corp (the Issuer)

(b) Address of Issuer s Principal Executive Offices:
6100 North Western Avenue

Oklahoma City, OK 73118

ITEM 2. (a) Name of Person Filing:
Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group Sub L.P.

TC Group VI S1, L.L.C.

TC Group VI S1, L.P.

CP VI Eagle Holdings, L.P.

(b) Address or Principal Business Office:
The address for each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, NW, Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:
Each of the Reporting Persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, $0.01 par value per share (Common Stock).

(e) CUSIP Number:

165167107

ITEM 3.

Not applicable.

ITEM 4. Ownership.
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of February 1, 2019, based upon 1,634,469,131 shares of the Issuer s Common Stock outstanding as of February 1, 2019.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	172,897,387	10.6%	0	172,897,387	0	172,897,387
The Carlyle Group L.P.	172,897,387	10.6%	0	172,897,387	0	172,897,387
Carlyle Holdings I GP Inc.	172,897,387	10.6%	0	172,897,387	0	172,897,387
Carlyle Holdings I GP Sub L.L.C.	172,897,387	10.6%	0	172,897,387	0	172,897,387
Carlyle Holdings I L.P.	172,897,387	10.6%	0	172,897,387	0	172,897,387
TC Group, L.L.C.	172,897,387	10.6%	0	172,897,387	0	172,897,387
TC Group Sub L.P.	172,897,387	10.6%	0	172,897,387	0	172,897,387
TC Group VI S1, L.L.C.	172,897,387	10.6%	0	172,897,387	0	172,897,387
TC Group VI S1, L.P.	172,897,387	10.6%	0	172,897,387	0	172,897,387
CP VI Eagle Holdings, L.P.	172,897,387	10.6%	0	172,897,387	0	172,897,387

CP VI Eagle Holdings, L.P. is the record holder of the shares of Common Stock reported herein.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group VI S1, L.L.C., which is the general partner of TC Group VI S1, L.P., which is the general partner of CP VI Eagle Holdings, L.P. Accordingly, each of the forgoing entities may be deemed to share beneficial ownership of the shares of Common Stock held of record by CP VI Eagle Holdings, L.P.

ITEM 5. Ownership of Five Percent or Less of a Class.
Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
Not applicable.

ITEM 8. Identification and Classification of Members of the Group.
Not applicable.

ITEM 9. Notice of Dissolution of Group.
Not applicable.

ITEM 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2019

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

THE CARLYLE GROUP L.P.
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS I GP INC.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS I GP SUB L.L.C.
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS I L.P.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

TC GROUP, L.L.C.
By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

TC GROUP SUB L.P.
By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman Emeritus

TC GROUP VI S1, L.L.C.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Authorized Person

TC GROUP VI S1, L.P.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Authorized Person

CP VI EAGLE HOLDINGS, L.P.
By: TC Group VI S1, L.P., its general partner

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Authorized Person

LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney.
99	Joint Filing Agreement.