

CHESAPEAKE ENERGY CORP  
Form FWP  
January 29, 2009

Filed Pursuant to Rule 433  
Registration No. 333-156979

Pricing Term Sheet

January 28, 2009

**Chesapeake Energy Corporation**

**\$1,000,000,000 aggregate principal amount of 9.50% Senior Notes due 2015**

*The following information supplements the Preliminary Prospectus Supplement, dated January 28, 2009, filed pursuant to Rule 424, Registration Statement No. 333-156979.*

|   |   |
|---|---|
| <b>Title of securities:</b>   | 9.50% Senior Notes due 2015   |
| <b>Aggregate principal amount offered:</b>  | \$1,000,000,000 principal amount  |
| <b>Principal amount per note:</b>   | \$1,000   |
| <b>Price to public:</b>   | 95.071% of principal amount   |
| <b>Yield to maturity:</b>   | 10.625%   |
| <b>Underwriters discount:</b>   | 1.625%  |
| <b>Net proceeds to issuer, after underwriters discount, but before other offering expenses:</b> | \$934,460,000   |
| <b>Estimated expenses of notes offering:</b>  | \$250,000   |
| <b>Use of proceeds:</b>   | The issuer intends to use the net proceeds from this offering to repay indebtedness outstanding under its revolving bank credit facility, which the issuer anticipates reborrowing from time to time to fund its drilling and leasehold acquisition initiatives and for general corporate purposes.   |
| <b>Interest payment dates:</b>  | February 15 and August 15 of each year, commencing August 15, 2009  |
| <b>Record dates:</b>  | February 1 and August 1   |
| <b>Maturity:</b>  | February 15, 2015   |
| <b>Make-whole redemption:</b>   | At any time prior to the maturity date at Treasury Rate plus 50 basis points.   |
| <b>Ranking:</b>   | Senior unsecured  |
| <b>Certain pro forma debt information:</b>  | After giving effect to the offering and the application of the net proceeds therefrom and after giving effect to the other transactions described under Capitalization in the Preliminary Prospectus Supplement, the issuer would have had, on a pro forma basis as of September 30, 2008, approximately \$14.1 billion in principal amount of senior indebtedness outstanding, \$2.980 billion of which would have been secured. |
| <b>Joint Book-Running Managers:</b>   | Deutsche Bank Securities Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and Wachovia Capital Markets, LLC  |

**Senior Co-Managers:** Barclays Capital Inc., BMO Capital Markets Corp., Jefferies & Company, Inc., SunTrust Robinson Humphrey, Inc., Greenwich Capital Markets, Inc. and UBS Securities LLC

**Co-Managers:** BBVA Securities, Inc., BOSC, Inc., Capital One Southcoast, Inc., Comerica Securities, Inc., Natixis Bleichroeder Inc., RBC Capital Markets Corporation, Raymond James & Associates, Inc., Scotia Capital (USA) Inc., TD Securities (USA) LLC and Wedbush Morgan Securities Inc.

**Trade date:** January 28, 2009

**Settlement date:** February 2, 2009 (T+3)

**CUSIP:** 165167 CD7

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free 1-800-221-1037.**