

TC Group VI S1, L.P.
Form 3
February 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| À CP VI Eagle Holdings, L.P. | | | (Month/Day/Year) | CHESAPEAKE ENERGY CORP [CHK] | |
| (Last) | (First) | (Middle) | 02/01/2019 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE CARLYLE GROUP, 1001,À PENNSYLVANIA AVE., N.W. SUITE 220 S | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | | (give title below) (specify below) | |
| WASHINGTON,À DCÀ 20004-2505 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 172,897,387 | I | See footnotes <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
| | | Title | | | |

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| Date Exercisable | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CP VI Eagle Holdings, L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W. SUITE 220 S WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W. SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Group L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings I L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| TC Group, LLC C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| TC Group Sub L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| TC Group VI S1, L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |

TC Group VI S1, L.P.
 C/O THE CARLYLE GROUP, 1001
 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH
 WASHINGTON, DC 20004-2505

Signatures

| | |
|---|------------|
| Carlyle Group Management L.L.C., By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| Carlyle Holdings I GP Inc., By: The Carlyle Group L.P., its sole shareholder, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its managing member, By: The Carlyle Group L.P., its sole shareholder, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| Carlyle Holdings I L.P., By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| TC Group, L.L.C., By: Carlyle Holdings I L.P., its managing member, By: /s/ Daniel A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| 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 A. D'Aniello, Chairman Emeritus | 02/11/2019 |
| **Signature of Reporting Person | Date |
| TC Group VI S1, L.L.C., By: /s/ Daniel A. D'Aniello, Authorized Person | 02/11/2019 |
| **Signature of Reporting Person | Date |
| TC Group VI S1, L.P., By: /s/ Daniel A. D'Aniello, Authorized Person | 02/11/2019 |
| **Signature of Reporting Person | Date |
| CP VI Eagle Holdings, L.P., By: TC Group VI S1, L.P., its general partner, By: /s/ Daniel A. D'Aniello, Authorized Person | 02/11/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 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
- (2) 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.

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Remarks:

Exhibit 24 - Power of Attorney.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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