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. 2)*

CHESAPEAKE ENERGY CORP

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 165167107 (CUSIP Number)

May 12, 2020 (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)

 \Box 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).

CU	CUSIP No. 165167107 Schedule 13G Page 1 of 2				
1	Names of	f Reporting Persons			
	The Ca	rlyle Group Inc.			
2	Check the (a) \Box	e Appropriate Box if a Member of a C (b) □	Group		
		()			
3	SEC Use	Only			
4	Citizensh	ip or Place of Organization			
	Delawa	ıre			
		5 Sole Voting Power			
Nu	mber of	0			
5	Shares	6 Shared Voting Power			
	neficially wned by	0			
	Each porting	7 Sole Dispositive Power			
F	Person With	0			
	with	8 Shared Dispositive Power			
		0			
9	Aggregat	e Amount Beneficially Owned by Ea	ch Reporting Person		
	0				
10	Check if	the Aggregate Amount in Row (9) Ex	ccludes Certain Shares		
	Not Applicable				
11	11 Percent of Class Represented by Amount in Row 9				
10	0.0% 12 Type of Reporting Person				
12	Type of F	vebound herson			
	CO				

CU	CUSIP No. 165167107 Schedule 13G Page 2 o				
1	1 Names of Reporting Persons				
			Group Management L.L.C.		
2	Check t (a) \Box	he /	Appropriate Box if a Member of a (b) □	Group	
	(a) ⊔		(0) 🗆		
3	SEC Us	se O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw	are	2		
		5	Sole Voting Power		
Nu	umber of		0		
5	Shares	6	Shared Voting Power		
	neficially wned by		0		
	Each	7	Sole Dispositive Power		
	eporting Person		0		
	With	8			
			0		
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ach Reporting Person	
	0				
10		f th	e Aggregate Amount in Row (9) E	xcludes Certain Shares	
	Not Applicable				
11					
	0.0%				
12		Re	porting Person		
	OO (Limited Liability Company)				

CU	CUSIP No. 165167107 Schedule 13G Page 3 of 1				
1	Names	of F	eporting Persons		
	Carly	le H	Holdings I GP Inc.		
2	Check t (a) \Box		Appropriate Box if a Member of a (b) \Box	Group	
			~ /		
3	SEC Us	e O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw	are	2		
		5	Sole Voting Power		
Nu	umber of		0		
5	Shares	6	Shared Voting Power		
	neficially wned by		0		
	Each porting	7	Sole Dispositive Power		
I	Person With		0		
	WIUI	8	Shared Dispositive Power		
			0		
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ich Reporting Person	
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10	10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares				
	Not Applicable				
11	11 Percent of Class Represented by Amount in Row 9				
10	0.0% 12 Type of Reporting Person				
12	Type of	Re	porting Person		
	CO				

CU	CUSIP No. 165167107 Schedule 13G Page 4 c				
1			eporting Persons		
			Ioldings I GP Sub L.L.C.		
2	Check t (a) \Box		Appropriate Box if a Member of a (b) \Box	Group	
	(a) 🗆				
3	SEC Us	se O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw				
		5	Sole Voting Power		
			0		
	imber of Shares	6	Shared Voting Power		
	neficially				
	wned by	_	0		
	Each eporting	7	Sole Dispositive Power		
I	Person		0		
	With	8	Shared Dispositive Power		
			0		
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ach Reporting Person	
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10	0 Check i	f th	e Aggregate Amount in Row (9) E	voludos Cortain Sharos	
10	CHECK	.1 111	Aggregate Amount in Row (9) E	xcludes Certain Shares	
	Not Applicable				
11					
	0.0%				
12		Re	oorting Person		
	512.51		0		
	OO (Limited Liability Company)				

CU	CUSIP No. 165167107 Schedule 13G Page 5 of					
1	1 Names of Reporting Persons					
		Holdings I L.P.				
2	Check the (a) \Box	Appropriate Box if a Member of a (b) \Box	Group			
2		.,				
3	SEC Use	-				
4	Citizenshi	ip or Place of Organization				
	Delawa					
		5 Sole Voting Power				
	imber of	0 5 Shared Voting Power				
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	wned by Each	0 7 Sole Dispositive Power				
Re	eporting Person	0				
	With 8	Shared Dispositive Power				
		0				
9	Aggregate	e Amount Beneficially Owned by Ea	ach Reporting Person			
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10	Check if t	he Aggregate Amount in Row (9) E	xcludes Certain Shares			
11	Not Applicable					
11	11 Percent of Class Represented by Amount in Row 9					
12	0.0% 12 Type of Reporting Person					
	PN					

CU	CUSIP No. 165167107 Schedule 13G Page 6 of				
1	Names	of F	eporting Persons		
			idiary Holdings L.L.C.		
2	Check t (a) \Box		Appropriate Box if a Member of a (b) \Box	Group	
	(a) ⊔		(0)		
3	SEC Us	se O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw	are			
		5	Sole Voting Power		
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	imber of Shares	6	Shared Voting Power		
	neficially		0		
	wned by Each	7	Sole Dispositive Power		
	eporting Person		-		
	With	8	0 Shared Dispositive Power		
		0	Shared Dispositive Power		
			0		
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ach Reporting Person	
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10	Check i	f th	e Aggregate Amount in Row (9) E	xcludes Certain Shares	
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11	Not Applicable 11 Percent of Class Represented by Amount in Row 9				
10	0.0% 12 Type of Reporting Person				
12	Tybe of	ке	porung Person		
	OO (Limited Liability Company)				

CU	CUSIP No. 165167107 Schedule 13G Page 7 of				
1	1 Names of Reporting Persons				
			p, L.L.C.		
2	Check t (a) \Box		Appropriate Box if a Member of a (b) \Box	Group	
3	SEC Us	se O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw	are	2		
		5	Sole Voting Power		
Nu	mber of		0		
5	Shares	6	Shared Voting Power		
Ov	neficially wned by		0		
	Each porting	7	Sole Dispositive Power		
F	Person With		0		
	· · · · ·	8	Shared Dispositive Power		
			0		
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ach Reporting Person	
10	0 Chaola i	£ 4]-		naludas Cartain Sharra	
10	Спеск і	I III	e Aggregate Amount in Row (9) E	xcludes Certain Shares	
11	Not Applicable 11 Percent of Class Represented by Amount in Row 9				
11					
12	0.0%	Re	porting Person		
14			-		
	OO (Limited Liability Company)				

CU	SIP No.	165	167107	Schedule 13G	Page 8 of 17
1			eporting Persons p Sub L.P.		
2	Check t (a) 🗆	he /	Appropriate Box if a Member of a (b)	Group	
3	SEC Us	e O	nly		
4	Citizens	ship	or Place of Organization		
	Delaw	ar			
		5	Sole Voting Power		
Ni	mber of		0		
9	Shares	6	Shared Voting Power		
	neficially wned by		0		
	Each	7	Sole Dispositive Power		
	eporting Person		0		
	With	8	Shared Dispositive Power		
			0		
9	Aggreg	ate	Amount Beneficially Owned by Ea	ach Reporting Person	
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10		f th	e Aggregate Amount in Row (9) E	xcludes Certain Shares	
	Not Applicable				
11					
	0.0%				
12		Re	porting Person		
	PN				
L	·				

CU	CUSIP No. 165167107 Schedule 13G Page 9					
1	1 Names of Reporting Persons					
	TC G	rou	p VI S1, L.L.C.			
2	Check t	he /	Appropriate Box if a Member of a (b) \Box	Group		
	(a) 🗆		(0) 🗆			
3	SEC Us	e O	nly			
4	Citizens	ship	or Place of Organization			
	Delaw	are	2			
		5	Sole Voting Power			
N			0			
5	imber of Shares	6	Shared Voting Power			
	neficially wned by		0			
	Each	7	Sole Dispositive Power			
I	Person		0			
	With	8	Shared Dispositive Power			
			0			
9	Aggreg	ate .	Amount Beneficially Owned by Ea	ach Reporting Person		
	0					
10	Check i	f th	e Aggregate Amount in Row (9) E	xcludes Certain Shares		
	Not Applicable					
11	11 Percent of Class Represented by Amount in Row 9					
	0.0%					
12	Type of	Re	porting Person			
	OO (Limited Liability Company)					

CU	CUSIP No. 165167107 Schedule 13G Page 10 of 1				
1	Names o	f Reporting Persons			
	TC Gr	oup VI S1, L.P.			
2	Check th	e Appropriate Box if a Member of a	Group		
	(a) 🗆	(b) 🗆			
3	SEC Use	Only			
4	Citizensh	nip or Place of Organization			
	Delawa	are			
		5 Sole Voting Power			
N		0			
5	shares	6 Shared Voting Power			
	neficially wned by	0			
	Each	7 Sole Dispositive Power			
Re	eporting Person	0			
	With	8 Shared Dispositive Power			
		0			
9	Aggregat	te Amount Beneficially Owned by Ea	ach Reporting Person		
	0				
10		the Aggregate Amount in Row (9) E	xcludes Certain Shares		
	NatApplicable				
11	Not Applicable 11 Percent of Class Represented by Amount in Row 9				
12	0.0% 12 Type of Reporting Person				
	PN				

CU	CUSIP No. 165167107 Schedule 13G Page 11 of				
1	Names c	f R	eporting Persons		
	CP VI	Ea	gle Holdings, L.P.		
2	Check the check		Appropriate Box if a Member of a C b) \Box	Group	
3	SEC Use	e Oi	ıly		
4	Citizens	hip	or Place of Organization		
	Delawa	are			
		5	Sole Voting Power		
Nι	umber of		0		
	Shares neficially	6	Shared Voting Power		
0	wned by	-	0		
R	Each eporting	7	Sole Dispositive Power		
	Person With	8	0 Shared Dispositive Power		
		0			
9	Aggrega	te /	0 Amount Beneficially Owned by Ea	ch Reporting Person	
10	0 Check if	the	Aggregate Amount in Row (9) Ex	xcludes Certain Shares	
	Net Applicable				
11	Not Applicable 11 Percent of Class Represented by Amount in Row 9				
	0.0%				
12					
	PN				

CUSIP	No. 16	65167107	Schedule 13G	Page 12 of 17
ITEM 1.	(a)	Name of Issuer:		
		Chesapeake Energy Corp (the	e "Issuer")	
	(b)	Address of Issuer's Principal Ex	ecutive Offices:	
		6100 North Western Avenue Oklahoma City, OK 73118		
ITEM 2.	(a)	Name of Person Filing:		
		Each of the following is herei This statement is filed on behalf of	nafter individually referred to as a "Reporting Per f:	son" and collectively as the "Reporting Persons."
		Carlyle Group Management I The Carlyle Group Inc. Carlyle Holdings I GP Inc. Carlyle Holdings I GP Sub L. Carlyle Holdings I L.P. CG Subsidiary Holdings L.L. 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.	L.C.	
	(b)	Address or Principal Business O	ffice:	
		The address for each of the R Washington, D.C. 20004-2505.	eporting Persons is c/o The Carlyle Group, 1001 F	Pennsylvania Avenue, NW, Suite 220 South,
	(c)	Citizenship of each Reporting Pe	erson is:	
		Each of the Reporting Person	s is organized in the state of Delaware.	
	(d)	Title of Class of Securities:		
		Common stock, \$0.01 par val	ue per share ("Common Stock").	
	(e)	CUSIP Number:		

CUSIP No. 165167107 Schedule 13G	Page 13 of 17
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ITEM 3.

Not applicable.

ITEM 4. Ownership.

(a) Amount beneficially owned:

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of May 12, 2020, the Reporting Persons do not beneficially own any Common Stock.

(b) Percent of Class:

See Item 4(a) hereof.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: \boxtimes

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.

	CUSIP No. 165167107	Schedule 13G	Page 14 of 17
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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.

CUSIP No. 165167107	Schedule 13G	Page 15 of 17

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: May 15, 2020

CARLYLE GROUP MANAGEMENT L.L.C.

By:/s/ Anne Frederick, attorney-in-factName:Curtis L. BuserTitle:Chief Financial Officer

THE CARLYLE GROUP INC.

By: /s/ Anne Frederick, attorney-in-fact Name: Curtis L. Buser Title: Chief Financial Officer

CARLYLE HOLDINGS I GP INC.

By:/s/ Anne Frederick, attorney-in-factName:Curtis L. BuserTitle:Chief Financial Officer

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its sole member

By: /s/ Anne Frederick, attorney-in-fact Name: Curtis L. Buser Title: Chief Financial Officer

CARLYLE HOLDINGS I L.P.

By: /s/ Anne Frederick, attorney-in-fact Name: Curtis L. Buser Title: Chief Financial Officer

CG SUBSIDIARY HOLDINGS L.L.C.

By:/s/ Anne Frederick, attorney-in-factName:Curtis L. BuserTitle:Chief Financial Officer

CUSIP No. 165167107	Schedule 13G	Page 16 of 17

TC GROUP, L.L.C.

By: /s/ Anne Frederick, attorney-in-fact Name: Curtis L. Buser

Title: Chief Financial Officer

TC GROUP SUB L.P. By: TC GROUP, L.L.C., its general partner

By: /s/ Anne Frederick, attorney-in-fact Name: Curtis L. Buser

Title: Chief Financial Officer

TC GROUP VI S1, L.L.C.

By:/s/ Jeremy W. AndersonName:Jeremy W. AndersonTitle:Authorized Person

TC GROUP VI S1, L.P.

By:/s/ Jeremy W. AndersonName:Jeremy W. AndersonTitle:Authorized Person

CP VI EAGLE HOLDINGS, L.P.

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

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson Title: Authorized Person

CUSIP No.	165167107
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LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 13, 2020).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 13, 2020).