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**Securities and Exchange Commission**  
Washington, D.C. 20549

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**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)\***

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**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)

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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).

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1	Names of Reporting Persons <b>The Carlyle Group Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>0</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>0.0%</b>	
12	Type of Reporting Person <b>CO</b>	

1	Names of Reporting Persons	
	<b>Carlyle Group Management L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons	
	<b>Carlyle Holdings I GP Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>CO</b>	

1	Names of Reporting Persons	
	<b>Carlyle Holdings I GP Sub L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power <b>0</b>
	6	Shared Voting Power <b>0</b>
	7	Sole Dispositive Power <b>0</b>
	8	Shared Dispositive Power <b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9 <b>0.0%</b>	
12	Type of Reporting Person <b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons	
	<b>Carlyle Holdings I L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>PN</b>	

1	Names of Reporting Persons	
	<b>CG Subsidiary Holdings L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons	
	<b>TC Group, L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	



1	Names of Reporting Persons	
	<b>TC Group Sub L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>PN</b>	

1	Names of Reporting Persons	
	<b>TC Group VI S1, L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>OO (Limited Liability Company)</b>	

1	Names of Reporting Persons	
	<b>TC Group VI S1, L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>PN</b>	

1	Names of Reporting Persons	
	<b>CP VI Eagle Holdings, L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization	
	<b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
		<b>0</b>
	6	Shared Voting Power
		<b>0</b>
	7	Sole Dispositive Power
		<b>0</b>
	8	Shared Dispositive Power
		<b>0</b>
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	<b>0</b>	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<b>Not Applicable</b>	
11	Percent of Class Represented by Amount in Row 9	
	<b>0.0%</b>	
12	Type of Reporting Person	
	<b>PN</b>	

**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 Inc.  
Carlyle Holdings I GP Inc.  
Carlyle Holdings I GP Sub L.L.C.  
Carlyle Holdings I L.P.  
CG Subsidiary Holdings L.L.C.  
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.**
- (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:
- 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:** May 15, 2020

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Anne Frederick, attorney-in-fact

Name: Curtis L. Buser

Title: 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-fact

Name: Curtis L. Buser

Title: 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-fact

Name: Curtis L. Buser

Title: Chief Financial Officer



**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. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

**TC GROUP VI S1, L.P.**By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: 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

**LIST OF EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
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).