



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

May 24, 2021

James R. Webb
Executive Vice President, General Counsel and Corporate Secretary
CHESAPEAKE ENERGY CORP
6100 North Western Avenue
Oklahoma City, OK 73118

Re: CHESAPEAKE ENERGY CORP
Registration Statement on Form S-3
Filed May 17, 2021
File No. 333-256214

Dear Mr. Webb:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Liz Packebusch, Staff Attorney, at (202) 551-8749 with any questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation

cc: Michael Rigdon