

Bronco Drilling Company, Inc.
Form 3
April 25, 2011

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	
Â CHESAPEAKE ENERGY CORP		(Month/Day/Year) 04/14/2011	Bronco Drilling Company, Inc. [BRNC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
6100 NORTH WESTERN AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
OKLAHOMA CITY,Â OKÂ 73118			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<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, par value \$0.01 per share	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	N/A <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</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)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHESAPEAKE ENERGY CORP 6100 NORTH WESTERN AVENUE OKLAHOMA CITY, OK 73118	^	^ X	^	^
CHESAPEAKE OPERATING INC 6100 NORTH WESTERN AVENUE OKLAHOMA CITY, OK 73118	^	^ X	^	^
NOMAC DRILLING LLC 6100 NORTH WESTERN AVENUE OKLAHOMA CITY, OK 73118	^	^ X	^	^
Nomac Acquisition, Inc. 6100 NORTH WESTERN AVENUE OKLAHOMA CITY, OK 73118	^	^ X	^	^

Signatures

/s/ Domenic J. Dell'Osso, Jr., Executive Vice President and Chief Financial Officer,
Chesapeake Energy Corporation

04/25/2011

__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) Chesapeake Energy Corporation ("Chesapeake") and its indirect wholly owned subsidiary, Nomac Acquisition, Inc. ("Nomac"), entered into an Agreement and Plan of Merger, dated as of April 14, 2011 (the "merger agreement"), with Bronco Drilling Company, Inc. ("Bronco"), pursuant to which Nomac will commence a tender offer (the "offer") to purchase all of the issued and outstanding shares of Common Stock, par value \$0.01 per share, of Bronco (the "Bronco shares"), at a price per share of \$11.00 in cash, without interest (the "offer price"). Upon successful completion of the offer, and subject to the terms and conditions of the merger agreement, Nomac will be merged with and into Bronco (the "merger"). (Continued in Footnote 2)

(2) In connection with the merger agreement, Chesapeake and Nomac entered into tender support agreements, dated as of April 14, 2011 (the "Tender Support Agreements"), with Third Avenue Management LLC ("Third Avenue"), on behalf of its investment advisory clients, Inmobiliaria Carso, S.A. de C.V. ("Inmobiliaria") and Carso Infraestructura y Construcci??n, S.A.B. de C.V. ("Carso"), who agreed, subject to certain limited specified exceptions, to tender into the offer, and not withdraw, all Bronco shares beneficially owned or acquired by them after such date (or, in the case of Third Avenue, owned or acquired by its investment advisory clients after such date) (the "Subject Shares"), to vote the Subject Shares in favor of the merger, to refrain from disposing of the Subject Shares and to refrain from soliciting alternative acquisition proposals to the merger. (Continued in Footnote 3)

(3) As of the date hereof, the Subject Shares include 4,879,976 Bronco shares over which Third Avenue had sole voting and dispositive power on behalf of its investment advisory clients, 4,200,000 Bronco shares beneficially owned by Inmobiliaria and up to 5,440,770 Bronco shares issuable upon the exercise of the warrant issued pursuant to the Warrant Agreement between Bronco and Banco Inbursa, S.A. (which was subsequently assigned to Carso).

(4) As Nomac is the indirect wholly owned subsidiary of Chesapeake Operating, Inc. ("Operating") and the direct wholly owned subsidiary of Nomac Drilling, L.L.C. ("Nomac Drilling"), and because Chesapeake and Nomac executed the Tender Support Agreements, each of

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Cheseapeake, Nomac, Operating and Nomac Drilling (the "Reporting Persons") may be deemed to have acquired beneficial ownership over the Subject Shares for the purpose of determining its status as a ten percent holder thereof. However, as none of the Reporting Persons have any pecuniary interest in the Subject Shares, beneficial ownership over the Subject Shares is expressly disclaimed for reporting purposes.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information;Â ExhibitÂ 99.2Â -Â JointÂ FilerÂ Signatures

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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