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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 8, 2018

CHAPARRAL ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-134748
(Commission
File Number)

73-1590941
(IRS Employer
Identification No.)

701 Cedar Lake Boulevard
Oklahoma City, OK
(Address of principal executive offices)

73114
(Zip Code)

Registrant's telephone number, including area code: **(405) 478-8770**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Chaparral Energy, Inc. (the "**Company**") will hold a special meeting of stockholders (the "**Special Meeting**") on March 6, 2018, at 10:00 a.m. EST. At the Special Meeting, stockholders of the Company will consider a proposal to approve and adopt a First Amendment to that certain Stockholders Agreement, dated as of March 21, 2017, by and among the Company and the stockholders named therein (the "**Stockholders Agreement**"), to:

- remove a restriction under the Stockholders Agreement that would permit the Company to become subject to Section 13 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), prior to December 15, 2018, without first obtaining the affirmative vote or written consent of the holders of at least two-thirds of the then issued and outstanding shares of Class A common stock and Class B common stock, par value \$0.01 per share, of the Company (collectively, "**Company Common Stock**"); and
- eliminate preemptive rights currently existing under the Stockholders Agreement which would be applicable to the issuance or sale of Company securities pursuant to a private placement or other transaction exempt from or not subject to the registration requirements of the Securities Act of 1933, as amended (the "**Securities Act**"), to the extent such transaction does not result in the issuance of more than 100,000 shares of Company Common Stock and does not result in more than 100 new holders of Company Common Stock.

Only holders of record of Company Common Stock at the close of business on February 1, 2018 will be entitled to notice of, and to vote at, the Special Meeting or any reconvened meeting after any adjournment or postponement of the Special Meeting.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 of this Current Report on Form 8-K is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

