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

**Post-Effective Amendment No. 1
to
FORM S-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CHESAPEAKE UTILITIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0064146
(I.R.S. Employer
Identification Number)

**909 Silver Lake Boulevard
Dover, Delaware 19904
(302) 734-6799**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Beth W. Cooper
Senior Vice President and Chief Financial Officer
Chesapeake Utilities Corporation
909 Silver Lake Boulevard
Dover, Delaware, 19904
(302) 734-6799**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jeffrey E. Decker, Esq.
Baker & Hostetler, LLP
2300 SunTrust Center
200 S. Orange Avenue
Orlando, Florida 32801
(407) 649-4000**

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 of the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, please check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, please check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging Growth Company | <input type="checkbox"/> |

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 to Section 7(a)(2)(B) of the Securities Act. ☐

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-2 (No. 33-26582) (the “Registration Statement”) filed by Chesapeake Utilities Corporation (the “Company”) on February 16, 1989. The Company is filing this Post-Effective Amendment to withdraw and remove from registration the unissued and unsold shares of the Company’s 8.25% Convertible Debentures (the “Debentures”) and the shares of common stock, \$0.4867 par value per share, underlying the Debentures issuable by the Company pursuant to the Registration Statement.

In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of its securities that remain unsold at the termination of the offering, the Company hereby removes from registration all such securities registered under the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to the Registration Statement and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dover, State of Delaware, on the 22nd day of August, 2018.

CHESAPEAKE UTILITIES CORPORATION

By: /s/ Michael P. McMasters

Michael P. McMasters
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

/s/ John R. Schimkaitis

John R. Schimkaitis, Chairman of the Board and Director
Date: August 22, 2018

/s/ Michael P. McMasters

Michael P. McMasters, President, Chief Executive Officer and Director
(Principal Executive Officer)
Date: August 22, 2018

/s/ Beth W. Cooper

Beth W. Cooper, Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: August 22, 2018

/s/ Eugene H. Bayard

Eugene H. Bayard, Esq., Director
Date: August 22, 2018

/s/ Thomas J. Bresnan

Thomas J. Bresnan, Director
Date: August 22, 2018

/s/ Dr. Ronald G. Forsythe, Jr.

Dr. Ronald G. Forsythe, Jr., Director
Date: August 22, 2018

/s/ Thomas P. Hill, Jr.

Thomas P. Hill, Jr., Director
Date: August 22, 2018

/s/ Dennis S. Hudson, III

Dennis S. Hudson, III, Director
Date: August 22, 2018

/s/ Paul L. Maddock, Jr.

Paul L. Maddock, Jr. Director
Date: August 22, 2018

/s/ Calvert A. Morgan

Calvert A. Morgan, Jr., Director
Date: August 22, 2018

/s/ Dianna F. Morgan

Dianna F. Morgan, Director
Date: August 22, 2018