

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

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported)

October 18, 2011 (October 13, 2011)

**SM Energy Company**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-31539  
(Commission  
File Number)

41-0518430  
(I.R.S. Employer  
Identification No.)

1775 Sherman Street, Suite 1200, Denver, Colorado  
(Address of principal executive offices)

80203  
(Zip Code)

Registrant's telephone number, including area code: (303) 861-8140

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))
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### **Item 1.01 Entry into a Material Definitive Agreement.**

As previously announced, on June 29, 2011, SM Energy Company (the “*Company*”) entered into an Acquisition and Development Agreement (the “*Agreement*”) by and between the Company and Mitsui E&P Texas LP (“*Mitsui*”), an indirect subsidiary of Mitsui & Co., Ltd. Pursuant to the Agreement, the Company agreed to transfer to Mitsui a 12.5% working interest in certain oil and gas assets (representing approximately 39,000 net acres), which are located in Dimmit, LaSalle, Maverick and Webb Counties, Texas, and which are currently operated by Anadarko E&P Company LP, as well as half of the Company's ownership in certain midstream gathering assets related to the Oil and Gas Assets, and various other related interests, rights, contracts, records, fixtures, equipment, and other assets.

On October 13, 2011, the Company and Mitsui entered into the First Amendment to the Acquisition and Development Agreement (the “*Amendment*”). The Amendment extended the Outside Termination Date (as defined in the Agreement) to December 23, 2011. Prior to the Amendment, the Outside Termination Date was October 17, 2011.

### **Item 7.01 Regulation FD Disclosure.**

In accordance with General Instruction B.2. of Form 8-K, the following information, including Exhibits 99.1, 99.2, and 99.3, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

On October 13, 2011, the Company issued a joint press release with Mitsui announcing that the Company and Mitsui had entered into the Amendment and thereby extended the Outside Termination Date. A copy of the press release is furnished as Exhibit 99.1 to this report.

On October 17, 2011, the Company issued two press releases. The first press release announced that the Company's Board of Directors approved a semi-annual cash dividend of \$0.05 per share of common stock outstanding. The dividend will be paid on November 7, 2011, to stockholders of record as of the close of business on October 28, 2011. The second press release announced that a teleconference call to discuss the third quarter of 2011 earnings results is scheduled for November 1, 2011, at 8:00 a.m. Mountain time. The teleconference call is publicly accessible, and the press release includes instructions as to when and how to access the teleconference. Copies of the press releases are furnished as Exhibits 99.2 and 99.3 to this report.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.	The following exhibits are furnished as part of this report:
Exhibit 99.1	Press release of the Company dated October 13, 2011, entitled SM Energy and Mitsui Announce Eagle Ford Transaction Closing Status
Exhibit 99.2	Press release of the Company dated October 17, 2011, entitled SM Energy Declares Semi-Annual Cash Dividend
Exhibit 99.3	Press release of the Company dated October 17, 2011, entitled SM Energy Schedules Third Quarter 2011 Earnings Conference Call

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM ENERGY COMPANY

Date: October 18, 2011

By: /s/ David W. Copeland

David W. Copeland

Senior Vice President, General Counsel and  
Corporate Secretary

**FOR IMMEDIATE RELEASE**

**SM ENERGY AND MITSUI ANNOUNCE EAGLE FORD  
TRANSACTION CLOSING STATUS**

**DENVER, CO and HOUSTON, TX October 13, 2011 -**

SM Energy Company (NYSE: SM) and Mitsui & Co., Ltd., the parent of Mitsui E&P Texas LP, today jointly announce that SM Energy and Mitsui E&P Texas LP have mutually agreed to extend the outside date for closing of their previously announced agreement concerning a 12.5% working interest in SM Energy's non-operated Eagle Ford position to December 23, 2011. This extension will allow the parties to continue efforts to satisfy outstanding closing conditions.

**INFORMATION ABOUT FORWARD-LOOKING STATEMENTS**

This release contains forward-looking statements within the meaning of securities laws, including forecasts and projections. The words "will," "believe," "budget," "anticipate," "plan," "intend," "estimate," "forecast," and "expect" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, which may cause SM Energy's actual results to differ materially from results expressed or implied by the forward-looking statements. These risks include factors such as the uncertainty of negotiations to result in an agreement or a completed transaction, the uncertain nature of the expected benefits from the actual or expected acquisition, divestiture, farm down or joint venture of oil and gas properties, the uncertain nature of announced divestiture, joint venture, farm down or similar efforts and the ability to complete such transactions, the volatility and level of oil, natural gas, and natural gas liquids prices, uncertainties inherent in projecting future rates of production from drilling activities and acquisitions, the imprecise nature of estimating oil and gas reserves, the availability of additional economically attractive exploration, development, and property acquisition opportunities for future growth and any necessary financings, unexpected drilling conditions and results, unsuccessful exploration and development drilling, the availability of drilling, completion, and operating equipment and services, the risks associated with the Company's commodity price risk management strategy, uncertainty regarding the ultimate impact of potentially dilutive securities, and other such matters discussed in the "Risk Factors" section of SM Energy's 2010 Annual Report on Form 10-K and subsequent quarterly reports filed on Form 10-Q. Although SM Energy may from time to time voluntarily update its prior forward-looking statements, it disclaims any commitment to do so except as required by securities laws.

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## **ABOUT THE COMPANIES**

SM Energy Company is an independent energy company engaged in the exploration, exploitation, development, acquisition, and production of natural gas, natural gas liquids, and crude oil. SM Energy routinely posts important information about the Company on its website. For more information about SM Energy, please visit its website at [www.sm-energy.com](http://www.sm-energy.com).

Mitsui & Co., Ltd. is one of the most diversified and comprehensive trading, investment and service enterprises in the world, with 154 offices in 67 countries as of September, 2011. Utilizing the global operating locations, network and information resources, Mitsui is multilaterally pursuing business that ranges from product sales, worldwide logistics and financing, through to the development of major international infrastructure and other projects in the following fields, Iron & Steel Products, Mineral & Metal Resources, Infrastructure Projects, Motor Vehicles, Marine & Aerospace, Chemicals, Energy, Foods & Retail, Consumer Services, Information, Electronics and Telecommunications, Financial Markets and Transportation Logistics. For more information, please visit its website at <http://www.mitsui.com>.

**FOR IMMEDIATE RELEASE**

**SM ENERGY DECLARES SEMI-ANNUAL CASH DIVIDEND**

**DENVER, CO - October 17, 2011** - SM Energy Company (NYSE: SM) today announces that its Board of Directors has approved a semi-annual cash dividend of \$0.05 per share of common stock outstanding. The dividend will be paid on November 7, 2011, to stockholders of record as of the close of business on October 28, 2011. The Company currently has approximately 64.0 million shares of common stock outstanding.

The Company has paid cash dividends to its stockholders every year since 1940. The Board of Directors plans to continue making semi-annual dividend payments at the rate of \$0.05 per share for the foreseeable future, subject in its sole discretion to future earnings, capital requirements, financial condition, contractual obligations, and other factors.

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**FOR IMMEDIATE RELEASE**

**SM ENERGY SCHEDULES THIRD QUARTER 2011 EARNINGS  
CONFERENCE CALL**

**DENVER, CO - October 17, 2011**- SM Energy Company (NYSE: SM) is scheduled to release details regarding its earnings for the third quarter of 2011 after the close of trading on October 31, 2011. A teleconference to discuss these results and other operational matters is scheduled for November 1, 2011, at 8:00 a.m. Mountain time (10:00 a.m. Eastern time). The call participation number is 877-811-9962 and the conference id number is 19927057. An audio replay of the call will be available approximately two hours after the call at 855-859-2056, with the conference id number 19927057. International participants can dial 706-902-4360 to take part in the conference call, using the conference id number 19927057, and can access a replay of the call at 404-537-3406, using conference id number 19927057. Replays can be accessed through November 15, 2011.

This call is being webcast live and can be accessed at SM Energy Company's website at [www.sm-energy.com](http://www.sm-energy.com). An audio recording of the conference call will be available at that site through November 15, 2011.

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