

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)

December 13, 2011 (December 12, 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 7.01 Regulation FD Disclosure.

In accordance with General Instruction B.2. of Form 8-K, the following information, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the “*Exchange Act*”) or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On December 12, 2011, SM Energy Company (“the Company”) issued a press release announcing that the Company commenced an offer to exchange \$350 million of its 6 5/8% Senior Notes due 2019, which have been registered under the Securities Act of 1933 in exchange for \$350 million of its outstanding 6 5/8% Senior Secured Notes due 2019, which were issued on February 7, 2011, in a private placement. A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

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| (d) Exhibits. | The following exhibit is furnished as part of this report: |
| Exhibit 99.1 | Press release of the Company dated December 12, 2011, entitled “SM Energy Announces Exchange Offer for \$350 Million of its 6 5/8% Senior Notes” |
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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: December 13, 2011

By: /s/ DAVID W. COPELAND

David W. Copeland
Senior Vice President, General Counsel
and Corporate Secretary

Exhibit 99.1

FOR INFORMATION

James R. Edwards
303-837-2444

**SM ENERGY ANNOUNCES EXCHANGE OFFER
FOR \$350 MILLION OF ITS 6 5/8% SENIOR NOTES**

DENVER, CO - December 12, 2011 - SM Energy Company (NYSE: SM) today announces that it commenced an offer to exchange \$350 million of its 6 5/8% Senior Notes due 2019, which have been registered under the Securities Act of 1933 (the "Exchange Notes") in exchange for \$350 million of its outstanding 6 5/8% Senior Secured Notes due 2019, which were issued on February 7, 2011, in a private placement (the "Outstanding Notes"). The Exchange Notes are being offered pursuant to a registration rights agreement previously entered into in connection with the issuance of the Outstanding Notes. The exchange offer is being conducted upon the terms and subject to the conditions set forth in the prospectus dated December 12, 2011, and the related letter of transmittal.

The terms of the Exchange Notes are substantially identical to the terms of the Outstanding Notes, except that provisions relating to transfer restrictions, registration rights and additional interest will not apply to the Exchange Notes. The exchange offer is limited to holders of the Outstanding Notes. The exchange offer is scheduled to expire at 5:00 p.m. New York time on January 11, 2012, unless extended. Outstanding Notes tendered pursuant to the exchange offer may be withdrawn at any time prior to the expiration date by following the procedures set forth in the exchange offer prospectus and the related letter of transmittal. Copies of the prospectus and the related letter of transmittal may be obtained from U.S. Bank National Association, which is serving as the exchange agent for the exchange offer. The address, telephone and facsimile number of U.S. Bank National Association are as follows:

By Facsimile for Eligible
Institutions:
(615) 495-8158
Attention: Specialized Finance

By Mail/Overnight Delivery/Hand:
60 Livingston Avenue
St. Paul, MN 55107
Attention: Specialized Finance

Confirm by Telephone:
(800) 934-6802

About SM Energy

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.