

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 10, 2014 (October 9, 2014)

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))
-

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, as amended (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, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On October 9, 2014, SM Energy Company (the “*Company*”) issued a press release announcing its revised 2014 production outlook. Additionally, the Company announced that the borrowing base under the existing credit facility was increased to \$2.4 billion from \$2.2 billion as a result of its lenders' regularly scheduled semi-annual redetermination. The Company has elected to leave the commitment amount from the bank group unchanged at \$1.3 billion. There were no other changes to the terms of the credit facility. 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.

- | | |
|---------------|--|
| (d) Exhibits. | The following exhibit is furnished as part of this report: |
| Exhibit 99.1 | Press release of the Company dated October 9, 2014, entitled, “SM Energy Announces Revised 2014 Production Outlook and Increased Credit Facility Borrowing Base” |
-

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 9, 2014

By: /s/ PATRICK A. LYTLE

Patrick A. Lytle

Financial Reporting Manager and Assistant Secretary

FOR IMMEDIATE RELEASE**SM ENERGY ANNOUNCES REVISED 2014 PRODUCTION OUTLOOK
AND INCREASED CREDIT FACILITY BORROWING BASE**

DENVER, CO October 9, 2014- SM Energy Company (NYSE: SM) announces that production for the third quarter of 2014 is expected to be 13.1 MMBOE, or 142.5 MBOE/d, which is at the low end of the Company's previously issued guidance. SM Energy has moved to an enhanced completion program in its Eagle Ford producing area using higher sand loading and longer laterals. These enhanced completions, while improving well economics, resulted in longer than anticipated downtime due to required well shut-ins for offset completions during the quarter. Weather-related delays in the Williston Basin also negatively impacted production for the quarter. Production in both the Eagle Ford and Bakken/Three Forks has been increasing over the past few weeks and production guidance for the fourth quarter of 2014 is 13.9 - 14.7 MMBOE, which at the mid-point represents 9% growth over the third quarter of 2014. The outlook for production growth in 2015 and 2016 remains unchanged at 20% and 15%, respectively.

The Company also announces that the borrowing base under its senior secured revolving credit facility increased to \$2.4 billion, from its previous borrowing base of \$2.2 billion following its lenders' regularly scheduled semi-annual redetermination. The increase in the borrowing base is largely due to the increase in the Company's mid-year proved developed reserves. SM Energy has elected to leave the aggregate commitment amount from the bank group unchanged at \$1.3 billion. The redetermination was made under the terms of the existing facility and there were no other changes to the terms of the credit facility resulting from this borrowing base redetermination.

INFORMATION ABOUT FORWARD LOOKING STATEMENTS

This release contains forward looking statements within the meaning of securities laws, including forecasts and projections. The words "anticipate," "assume," "believe," "budget," "estimate," "expect," "forecast," "intend," "plan," "project," "will" 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 availability, proximity and capacity of gathering, processing and transportation facilities; the uncertainty of negotiations to result in an agreement or a completed transaction; the uncertain nature of announced acquisitions, and the ability to complete any such transactions; the uncertain nature of expected benefits from the actual or expected acquisition, divestiture, joint venture, farm down or similar efforts; 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 acquisition opportunities for future growth and any necessary financings; unexpected drilling conditions and results; unsuccessful exploration and development drilling results; 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 2013 Annual Report on Form 10-K. The forward looking statements contained herein speak as of the date of this announcement. 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.

ABOUT THE COMPANY

SM Energy Company is an independent energy company engaged in the acquisition, exploration, development, and production of crude oil, natural gas, and natural gas liquids in onshore North America. 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.

SM ENERGY CONTACTS:

MEDIA:

Patty Errico, perrico@sm-energy.com, 303-830-5052

INVESTORS:

James Edwards, ir@sm-energy.com, 303-837-2444

Brent Collins, ir@sm-energy.com, 303-863-4326