

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)  
June 5, 2015 (June 5, 2015)

**SM Energy Company**  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-31539<br>(Commission<br>File Number) | 41-0518430<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|   |                     |
|---|---------------------|
| 1775 Sherman Street, Suite 1200, Denver, Colorado<br>(Address of principal executive offices) | 80203<br>(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 8.01 Other Events.**

On June 5, 2015, SM Energy Company (the “Company”) issued a press release announcing the expiration and final results of its previously announced tender offer and consent solicitation (the “Tender Offer”) commenced on May 7, 2015, for any and all of the Company’s 6.625% Senior Notes due 2019. A copy of the press release is filed 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 dated June 5, 2015, entitled “SM Energy Company Announces Expiration of Cash Tender Offer for Any and All of its 6.625% Senior Notes Due 2019” |



**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: June 5, 2015

By: /s/ DAVID W. COPELAND

David W. Copeland

Executive Vice President, General Counsel,  
and Corporate Secretary

FOR IMMEDIATE RELEASE

## SM ENERGY COMPANY ANNOUNCES

## EXPIRATION OF CASH TENDER OFFER FOR ANY AND ALL OF ITS

## 6.625% SENIOR NOTES DUE 2019

**DENVER, CO - June 5, 2015-** SM Energy Company (NYSE: SM) (the “Company”) today announced the final results of its previously announced tender offer and consent solicitation (the “Offer”) commenced on May 7, 2015, for its 6.625% Senior Notes due 2019 (CUSIP: 78454LAB6, the “Notes”).

The Offer expired at 11:59 P.M., New York City time, on June 4, 2015 (the “Expiration Date”). An aggregate of \$244,447,000, representing 69.84% of the principal amount of the Notes outstanding, has been validly tendered and not withdrawn as of the Expiration Date. The Company funded the consideration paid to the tendering holders of the Notes using proceeds from its issuance of \$500 million in 5.625% Senior Notes due 2025, which closed on May 21, 2015.

As previously announced, on May 22, 2015, the trustee for the Notes issued an irrevocable notice of redemption notifying holders of any remaining Notes that, on June 22, 2015, the Company will redeem all of the Notes that remain outstanding following the Offer under the terms of the related indenture.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**INFORMATION ON FORWARD LOOKING STATEMENTS**

This press 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 acquisition, divestiture, joint venture, farm down or similar efforts 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 and uncertainties related to the costs of such 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 2014 Annual Report on Form 10-K, as such risk factors may be updated from time to time in the Company's other periodic reports filed with the Securities and Exchange Commission. 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](http://www.sm-energy.com).

#### **SM ENERGY CONTACTS:**

Jennifer Martin Samuels, [ir@sm-energy.com](mailto:ir@sm-energy.com), 303-864-2507

James Edwards, [ir@sm-energy.com](mailto:ir@sm-energy.com), 303-837-2444