

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)
May 13, 2020

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	SM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 13, 2020, SM Energy Company issued a press release announcing early results and the extension of the early tender time for its previously announced private exchange offers and consent solicitations. A copy of the press release is furnished hereto as Exhibit 99.1. In accordance with General Instruction B.2. of Form 8-K, this press release is deemed "furnished" and 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 or 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of SM Energy Company dated May 13, 2020, entitled "SM Energy Company Announces Early Results and Extension of Early Tender Time of the Exchange Offers and Consent Solicitations"
104	Cover Page Interactive Data File (formatted as Inline XBRL and included as Exhibit 101)

SIGNATURES

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

Date: May 13, 2020

By: /s/ DAVID W. COPELAND

David W. Copeland

Executive Vice President, General Counsel, and Corporate Secretary

SM ENERGY COMPANY ANNOUNCES EARLY RESULTS AND EXTENSION OF EARLY TENDER TIME OF THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS

DENVER, CO May 13, 2020 - SM Energy Company (“SM Energy” or the “Company”) (NYSE: SM) today announced that it has extended the date by which early tenders must be received for its previously announced offers to all Eligible Holders (as defined below) to exchange (the “Exchange Offers”) any and all of its outstanding notes listed in the table below (together, the “Old Notes”) for newly issued senior secured notes listed in the table below (together, the “New Notes”), in each case upon the terms and subject to the conditions set forth in the confidential offering memorandum and consent solicitation statement, dated April 29, 2020, as supplemented by Supplement No. 1 to the Offering Memorandum, dated May 5, 2020 (as so supplemented, the “Offering Memorandum”).

As of 5:00 p.m., New York City time, on May 12, 2020 (the “Early Tender Time”), approximately \$243.5 million of Old Notes had been tendered in the Exchange Offers. Accordingly, based on results to date, approximately \$307.2 million principal amount of Senior Secured Second Lien Notes would be outstanding upon closing of the Exchange Offers, including \$172.5 million principal amount of our outstanding 1.50% Senior Convertible Notes due 2021.

The Company also announced it has extended the Early Tender Time for each Exchange Offer to be the Expiration Time. Therefore, the deadline for tendering Old Notes in order to receive the consideration listed in the table below has been extended from 5:00 p.m., New York City time, on May 12, 2020 to 12:00 midnight, New York City time, at the end of May 27, 2020.

Title of Old Notes being Tendered	CUSIP Number / ISIN	Principal Amount of New Notes per \$1,000 Principal Amount of Old Notes Tendered	New Notes Offered
6.125% Senior Notes due 2022	78454LAK6 / US78454LAK61	\$650	10.00% Senior Secured Notes due October 15, 2023
5.000% Senior Notes due 2024	78454LAH3 / US78454LAH33	\$500	10.00% Senior Secured Notes due January 15, 2025
5.625% Senior Notes due 2025	78454LAL4 / US78454LAL45	\$500	10.00% Senior Secured Notes due June 1, 2026
6.750% Senior Notes due 2026	78454LAN0 / US78454LAN01	\$500	10.00% Senior Secured Notes due January 15, 2027
6.625% Senior Notes due 2027	78454LAP5 / US78454LAP58	\$500	10.00% Senior Secured Notes due January 15, 2027

Except as described herein, the complete terms and conditions of the Exchange Offers and the Consent Solicitations remain the same as set forth and detailed in the Offering Memorandum, copies of which were previously distributed to eligible holders of the Old Notes. Withdrawal rights expired at 5:00 p.m., New York City time, on May 12, 2020 and tendered Old Notes may no longer be withdrawn.

The Exchange Offers are being made, and the New Notes are being offered and issued, only (a) in the United States to holders of Old Notes who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”)) and

(b) outside the United States to holders of Old Notes who are persons other than U.S. persons in reliance upon Regulation S under the Securities Act. The holders of Old Notes who have certified to the Company that they are eligible to participate in the Exchange Offers pursuant to at least one of the foregoing conditions are referred to as “Eligible Holders.” Only Eligible Holders who have completed and returned an eligibility letter, available from the information agent, may receive and review the Offering Memorandum or participate in the Exchange Offers. Eligible Holders of the Old Notes who desire to obtain and complete an eligibility form should contact the information agent and exchange agent, D.F. King & Co., Inc., at (866) 620-2536 (toll-free) or (212) 269-5550 (for banks and brokers), email sm@dfking.com or online at www.dfking.com/smenergy.

Eligible Holders of the Old Notes are urged to carefully read the Offering Memorandum before making any decision with respect to the Exchange Offers and the Consent Solicitations. None of the Company, the dealer managers, the trustee with respect to the Old Notes, the trustee with respect to the New Notes, the information and exchange agent or any affiliate of any of them makes any recommendation as to whether Eligible Holders of the Old Notes should exchange their Old Notes for New Notes in the Exchange Offers, and no one has been authorized by any of them to make such a recommendation. Eligible Holders must make their own decision as to whether to tender Old Notes and, if so, the principal amount of Old Notes to tender.

The New Notes and the Exchange Offers have not been and will not be registered with the U.S. Securities and Exchange Commission under the Securities Act, or any state or foreign securities laws. The New Notes may not be offered or sold in the United States or for the account or benefit of any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Exchange Offers and the Consent Solicitations are not being made to Eligible Holders of Old Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to purchase or sell any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this press release that address activities, events, or developments that the Company expects, believes, or anticipates will or may occur in the future are forward-looking statements. The words “anticipate,” “assume,” “believe,” “budget,” “estimate,” “expect,” “forecast,” “intend,” “plan,” “project,” “will,” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements include, but are not limited to, among other things, the completion of the Exchange Offers, the redemption of the Old Notes, the completion of the Consent Solicitations and the effectiveness of extending the Early Tender Time. Such forward-looking statements are based on assumptions and analyses made by SM Energy in light of its experience and its perception of historical trends, current conditions, expected future developments, and other factors that SM Energy believes are appropriate under the circumstances. These statements are subject to a number of known and unknown risks and uncertainties, which may cause SM Energy’s actual results and performance to be materially different from any future results or performance expressed or implied by the forward-looking statements. Some of these risks are described in the “Risk

Factors” section in Part I, Item 1A of SM Energy’s Annual Report on Form 10-K for the year ended December 31, 2019 and Part II of SM Energy’s Quarterly Report on Form 10-Q for the period ended March 31, 2020. Forward-looking statements are not guarantees of future performance and actual results or performance may be materially different from those expressed or implied in the forward-looking statements. The forward-looking statements in this press release speak as of the date of this press release.

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 the state of Texas.

SM ENERGY INVESTOR CONTACT

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