

**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):
September 28, 2012 (September 28, 2012)

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
(IRS 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:

- 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 (the "**Securities Act**"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On September 28, 2012, SM Energy Company (the "**Company**") issued a press release announcing that the Company commenced an offer to exchange up to \$400 million aggregate principal amount of its 6 ½% Senior Notes due 2023, which have been registered under the Securities Act, for an equal aggregate principal amount of its outstanding 6 ½% Senior Notes due 2023, which were issued on June 29, 2012 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.

- (d) Exhibits. The following exhibit is furnished as part of this report:
- Exhibit 99.1 Press release of the Company dated September 28, 2012, entitled "SM Energy Announces Exchange Offer for \$400 Million of its 6 ½% Senior Notes due 2023"

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.

Date: September 28, 2012

By: /s/ David W. Copeland
David W. Copeland
Senior Vice President, General Counsel and Corporate Secretary

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EXHIBIT INDEX

Exhibit 99.1 Press release of the Company dated September 28, 2012, entitled "SM Energy Announces Exchange Offer for \$400 Million of its 6 ½% Senior Notes due 2023"

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For Information

James R. Edwards

303-837-2444

FOR IMMEDIATE RELEASE**SM ENERGY ANNOUNCES EXCHANGE OFFER
FOR \$400 MILLION OF ITS 6 1/2% SENIOR NOTES DUE 2023**

DENVER, CO — September 28, 2012 — SM Energy Company (NYSE: SM) today announces that it commenced an offer to exchange \$400 million of its 6 1/2% Senior Notes due 2023, which have been registered under the Securities Act of 1933 (the “Exchange Notes”) in exchange for \$400 million of its outstanding 6 1/2% Senior Notes due 2023, which were issued on June 29, 2012, 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 September 28, 2012, 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 October 29, 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 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.
