

**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 25, 2014 (June 25, 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
(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 June 25, 2014, SM Energy Company (the "**Company**") issued a press release announcing that the Company closed its offer to exchange up to \$500 million aggregate principal amount of its 5% Senior Notes due 2024, which have been registered under the Securities Act, for an equal aggregate principal amount of its outstanding 5% Senior Notes due 2024, which were issued on May 20, 2013, 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 June 25, 2014, entitled "SM Energy Announces Closing of Exchange Offer for \$500 Million of its 5% Senior Notes due 2024"

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: June 25, 2014

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

3

EXHIBIT INDEX

Exhibit 99.1 Press release of the Company dated June 25, 2014, entitled "SM Energy Announces Closing of Exchange Offer for \$500 Million of its 5% Senior Notes due 2024"

4

FOR IMMEDIATE RELEASE**SM ENERGY ANNOUNCES CLOSING OF EXCHANGE OFFER
FOR \$500 MILLION OF ITS 5% SENIOR NOTES DUE 2024**

DENVER, CO — June 25, 2014 —SM Energy Company (NYSE: SM) today announces the closing of its offer to exchange \$500 million of its 5% Senior Notes due 2024, which have been registered under the Securities Act of 1933 (the “Exchange Notes”), for \$500 million of its outstanding 5% Senior Notes due 2024, which were issued on May 20, 2013, in a private placement (the “Original Notes”).

The exchange offer expired at 5:00 p.m. New York City time on June 24, 2014 with \$500 million in aggregate principal amount of the Original Notes having been validly tendered in exchange for an equal amount of Exchange Notes.

This press release is not an offer to buy or sell or the solicitation of an offer to buy or sell any of the securities described herein, nor shall there be any offer, solicitation or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. A registration statement on Form S-4 relating to the exchange offer was declared effective by the Securities and Exchange Commission on May 20, 2014. The exchange offer was made only pursuant to the exchange offer documents that were distributed to holders of the Original Notes, including the prospectus dated May 23, 2014, and the related letter of transmittal.

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:**

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