## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by	y the Re	gistrant ⊠
Filed by	y a Party	y other than the Registrant
Check t	Prelim Confi Defini Defini	opriate box: ninary Proxy Statement dential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) tive Proxy Statement titive Additional Materials ting Material under §240.14a-12  SM Energy Company
		(Name of Registrant as Specified In Its Charter)
		(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Paymer ⊠ □	No fee	ing Fee (Check the appropriate box): e required. omputed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. Title of each class of securities to which transaction applies:
	(2)	Aggregate number of securities to which transaction applies:
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
	(4)	Proposed maximum aggregate value of transaction:
	(5)	Total fee paid:
	Check	aid previously with preliminary materials.  Export the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify evious filing by registration statement number, or the Form or Schedule and the date of its filing.  Amount Previously Paid:
	(2)	Form, Schedule or Registration Statement No.:
	(3)	Filing Party:
	(4)	Date Filed:



IMPORTANT ANNUAL MEETING INFORMATION

ENDORSEMENT LINE

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**Electronic Voting Instructions** You can vote by Internet or telephone! Available 24 hours a day, 7 days a week!

**Admission Ticket** 

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or telephone must be received by 1:00 a.m., MDT on May 24, 2016.



#### Vote by Internet

- · Go to www.investorvote.com/SM
- · Or scan the QR code with your smartphone
- · Follow the steps outlined on the secure website

### Vote by telephone

- · Call toll free 1-800-652-VOTE (8683) within the USA, US territories &
- Canada on a touch tone telephone
- · Follow the instructions provided by the recorded message

### Annual Meeting Proxy Card

Using a black ink pen, mark your votes with an X as shown in

this example. Please do not write outside the designated areas.

1234 5678 9012 345

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2, 3 and 4.  1. The Board of Directors has nominated the below eight persons to stand for election as directors. As of the date of the accompanying proxy statement, no one has been nominated to serve as director other than the nominees listed below.
For Against Abstain For Against Abstain For Against Abstain
01 - Larry W. Bickle 02 - Stephen R. Brand 03 - Loren M. Leiker
04 - Javan D. Otloson 05 - Ramino G. Peru 06 - Julio M. Quintana
07 - Rose M. Robeson
2. The proposal to ratify the appointment by the Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for 2016.  For Against Abstain  Somepressition of our Company's named executive officers, as disclosed in the accompanying Proxy Statement.
4. The proposal to approve the amendment and restatement of the Equity Incentive Compensation Plan, including an amendment to increase the total number of shares authorized for issuance under the plan.
Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below  Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full life.  Date (mm/dd/yyyy) — Please print date below.  Signature 1 — Please keep signature within the box.  Signature 2 — Please keep signature within the box.
/ /
IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.



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C 1234567890 JNT MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE 100 CHARACTERS) WAS ASMPLE AND WAS ASMPLE AND MR A SAMPLE AND WAS ASMPLE AND MR A SAMPLE AND MR ASMPLE AND WAS ASMPLE AND WAS

#### 2016 Annual Meeting Admission Ticket

2016 Annual Meeting of SM Energy Company Stockholders

May 24, 2016, at 3:30 p.m. Local Time J. D. Hershner Room of Wells Fargo Bank 1700 Lincoln Street Denver, Colorado

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Attending and Voting in Person at the Annual Meeting:

You should be prepared to present a valid form of photo identification, such as a driver's license, state-issued ID card or passport along with the admission ticket portion of this proxy card. If you do not provide valid photo identification and otherwise comply with the procedures outlined above, you may not be admitted to the Annual Meeting. Directions to the Annual Meeting can be obtained by contacting our Corporate Secretary at (303) 861-8140.

#### Electronic Delivery of Future Proxy Materials

If you would like to reduce the costs incurred by us in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions on the front of this card to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 24, 2016. The Proxy Statement and our 2015 Annual Report on Form 10-K are available at: http://www.viewproxy.com/sm-energy/2016/.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE. FOLD ALONG THE PERFORATION. DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### Proxy — SM Energy Company

1775 Sherman Street, Suite 1200 Denver, Colorado 80203

This proxy is solicited on behalf of the Board of Directors for the Annual Meeting of Stockholders to be held on May 24, 2016.

The undersigned hereby appoints A. Wade Pursell, David W. Copeland, and James B. Lebeck, or any of them, each with the power to appoint his substitute, as proxies for the undersigned to vote all shares of SM Energy Company common stock which the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on May 24, 2016, and at any reconvened meeting after any adjournment thereof, as directed on the matters referred to on the reverse side and at their discretion on any other matters that may properly be presented at the meeting, including concerning any adjournment of the meeting.

This proxy when properly executed will be voted in the manner directed by the undersigned stockholder. If this proxy is properly executed but no voting direction is given, this proxy will be voted "FOR" all director nominees in Proposal 1, and "FOR" Proposals 2, 3 and 4.

This proxy also confers discretionary authority to the proxies to vote on any other matters that may properly be presented at the meeting, including concerning any adjournment of the meeting. As of the date of the accompanying proxy statement, SM Energy Company's management did not know of any other matters to be presented at the meeting. If any other matters are properly presented at the meeting, including concerning any adjournment of the meeting, this proxy will be voted in accordance with the recommendations of SM Energy Company's management.

C Non-Voting Items

Change of Address — Please print new address below.

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.

