

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 the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting 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)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) 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: _____
- Fee paid previously with preliminary materials.
- Check box if any part of 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 the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

SM ENERGY COMPANY
Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to be Held Virtually on May 25, 2023

You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Notice of Meeting and the 2022 Annual Report are available at <http://www.viewproxy.com/sm-energy/2023>

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for a copy. Please make your request for a copy as instructed below on or before May 16, 2023 to facilitate timely delivery.

Important information regarding the Internet availability of the company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING.

To the Stockholders of SM Energy Company

The 2023 Annual Meeting of Stockholders of SM Energy Company will be held virtually on May 25, 2023 at 3:30 PM MDT. As a Registered Holder, you may vote your shares at the Annual Meeting of Stockholders by first registering at <http://www.viewproxy.com/sm-energy/2023/htype.asp> and then using your Virtual Control Number below. Your registration must be received by 11:59 PM EDT on May 24, 2023. On the day of the Annual Meeting of Stockholders, if you have properly registered, you will log in using the password you received via email in your registration confirmation and follow instructions to vote your shares. Please have your Virtual Control Number with you during the meeting in order to vote. Further instructions on how to attend and vote at the Annual Meeting of Stockholders are contained in the Proxy Statement in the section titled "Voting Attendance, and Other Matters - "Participating in the Virtual Annual Meeting?" and "How to Vote?"

Voting Items

- (1) The Board of Directors has nominated the below eight persons to stand for election as directors until the next annual meeting of stockholders. As of the date of the accompanying Proxy Statement, no one has been nominated to serve as director other than the nominees listed below.
- | | | | |
|----------------------|---------------------|------------------------|---------------------|
| 01 Carla J. Bailo | 02 Stephen R. Brand | 03 Ramiro G. Peru | 04 Anita M. Powers |
| 05 Julio M. Quintana | 06 Rose M. Robeson | 07 William D. Sullivan | 08 Herbert S. Vogel |
- (2) To approve, on a non-binding advisory basis, the compensation philosophy, policies and procedures, and the compensation of our Company's named executive officers, as disclosed in the accompanying Proxy Statement.
- (3) To approve, on a non-binding advisory basis, the frequency of stockholder votes on executive compensation.
- (4) To ratify the appointment by the Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for 2023.
- (5) To approve of an amendment of our Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.

The Board of Directors recommend a vote FOR all the nominees listed, FOR Proposals 2, 4, and 5 and for "1 Year" on Proposal 3.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

Material for this Annual Meeting and future meetings may be requested by one of the following methods:

INTERNET

To view your proxy materials online, go to <http://www.viewproxy.com/sm-energy/2023>. Have your 11 digit Virtual Control Number (located below) available when you access the website and follow the instructions.

TELEPHONE

877-777-2857 TOLL FREE

E-MAIL

requests@viewproxy.com

* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit Virtual Control Number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

You must use the 11 digit Virtual Control Number located in the box below.

VIRTUAL CONTROL NO.

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SM ENERGY COMPANY
1700 Lincoln Street, Suite 3200
Denver, Colorado 80203

PROXY MATERIALS AVAILABLE TO VIEW OR RECEIVE

The following proxy materials are available to you for review at:
<http://www.viewproxy.com/sm-energy/2023>
The Notice of Meeting and the 2022 Annual Report

HOW TO ACCESS YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your Virtual Control Number to vote by Internet or request a paper copy of the proxy materials.

**You May Vote Your Proxy When You View The Materials On The Internet.
You Will Be Asked To Follow The Prompts To Vote Your Shares.**

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call **1-877-777-2857**

or

By logging onto **<http://www.viewproxy.com/sm-energy/2023>**

or

By email at requests@viewproxy.com

Please include the company name and your Virtual Control Number in the e-mail subject line.