
**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)

December 10, 2014 (December 10, 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
(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))
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Item 7.01 Regulation FD Disclosure.

In accordance with General Instruction B.2. of Form 8-K, the following information, including Exhibits 99.1 and 99.2, 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 Exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On December 11, 2014, Jay Ottoson, President and Chief Operating Officer of SM Energy Company (the "**Company**") will present at the Capital One Securities, Inc. 9th Annual Energy Conference. The information included with this Current Report as Exhibit 99.1 includes graphic images or slides that will be made available at the conference. These slides are also available for viewing at the Company's website, www.sm-energy.com, although the Company reserves the right to discontinue that availability at any time.

On December 8, 2014, the Company issued a press release announcing its participation in the Capital One Securities Energy Conference. As indicated in the press release, the Company's presentation will be available via webcast. Instructions for accessing the webcast are included in the press release. A copy of the press release is furnished as Exhibit 99.2 to this report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- | | | |
|-----|---------------------------|---|
| (d) | Exhibits. Exhibit 99.1 | The following exhibits are furnished as part of this report: Presentation slides dated December 11, 2014. |
| | Exhibit 99.2 | Press release of SM Energy Company dated December 8, 2014, entitled "SM Energy Announces Participation in Upcoming Investor Conference" |

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: December 10, 2014

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



**Capital One
Conference**

Jay Ottoson
President and
COO

December 11, 2014

SM
ENERGY

Forward Looking Statements - Cautionary Language



Except for historical information contained herein, statements in this presentation, including information regarding the business of the Company, contain forward looking statements within the meaning of securities laws, including forecasts and projections. The words "anticipate," "assume," "believe," "budget," "estimate," "expect," "forecast," "intend," "plan," "project," "will" and similar expressions are intended to identify forward looking statements. These statements involve known and unknown risks, which may cause SM Energy's actual results to differ materially from results expressed or implied by the forward looking statements. These risks include factors such as the availability, proximity, and capacity of gathering, processing and transportation facilities; the uncertainty of negotiations to result in an agreement or a completed transaction; the uncertain nature of announced acquisition, divestiture, joint venture, farm down, or similar efforts and the ability to complete any such transactions; the uncertain nature of expected benefits from the actual or expected acquisition, divestiture, joint venture, farm down, or similar efforts; the volatility and level of oil, natural gas, and natural gas liquids prices; uncertainties inherent in projecting future rates of production from drilling activities and acquisitions; the imprecise nature of estimating oil and gas reserves; the availability of additional economically attractive exploration, development, and acquisition opportunities for future growth and any necessary financings; unexpected drilling conditions and results; unsuccessful exploration and development drilling results; the availability of drilling, completion, and operating equipment and services; the risks associated with the Company's commodity price risk management strategy; uncertainty regarding the ultimate impact of potentially dilutive securities; and other such matters discussed in the "Risk Factors" section of SM Energy's 2013 Annual Report on Form 10-K, as such risk factors may be updated from time to time in the Company's other periodic reports filed with the Securities and Exchange Commission. The forward looking statements contained herein speak as of the date of this announcement. Although SM Energy may from time to time voluntarily update its prior forward looking statements, it disclaims any commitment to do so except as required by securities laws.

Strategy and Asset Overview



How SM Energy will differentially grow shareholder value

Continue to increase the value and quantity of core program inventory

- Leverage operational efficiencies/scale
- Utilize industry leading technology to increase well performance

Focus on debt adjusted per share metrics

- Provide top quartile debt adjusted production, proved reserve, and EBITDAX growth

Preserve financial strength and flexibility

- Maintain low leverage

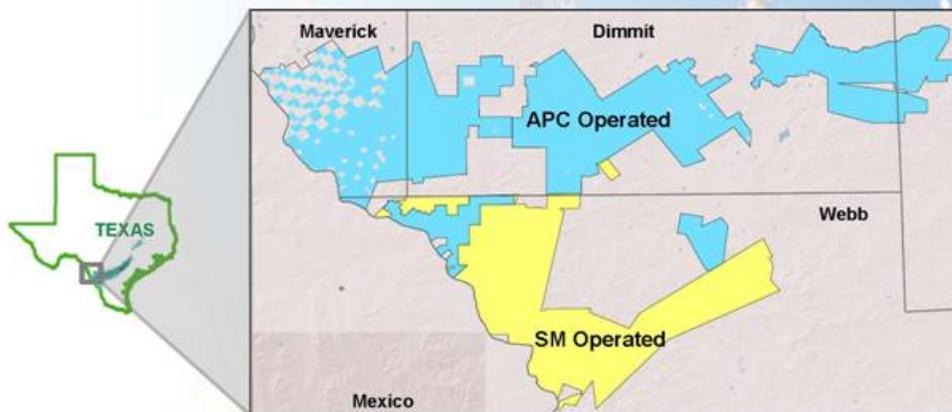
Significant existing development inventory in each core program

- Economic inventory⁽¹⁾ of approx. **1.0 BBOE** in operated Eagle Ford and Bakken /Three Forks; **nearly 20 times** current year corporate production



(1) Economic inventory consists of projects achieve at least a 20% rate of return at \$70/bbl WTI, \$4/mmbtu gas, and expected well costs.

Eagle Ford Acreage

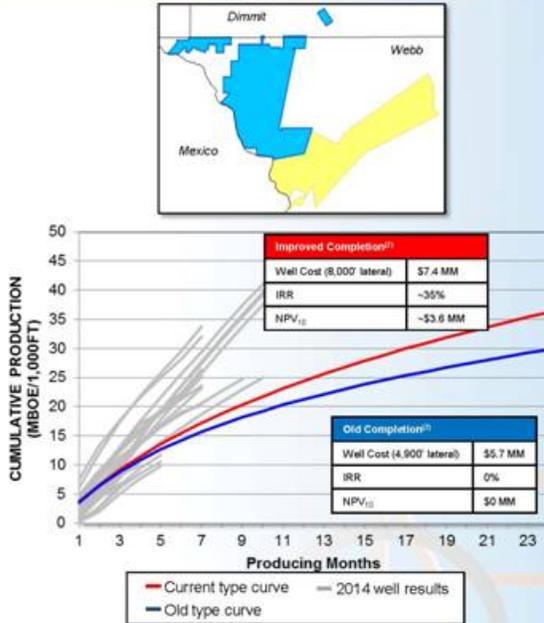


- Operated: ~144,000 net acres
- Non-operated: ~46,000 net acres

Operated Eagle Ford – North



Improved completions have enhanced this asset



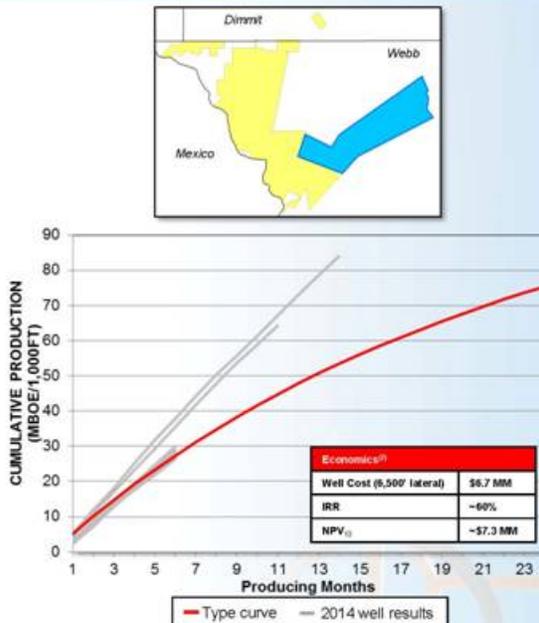
Under current assumptions, SM Energy has identified more than 500 locations on its operated Eagle Ford North area

(1) Assumes \$4/mmbtu gas, and 40% WTI NGL realizations. Upper band represents 15% reduction in CWC; lower band represents current CWC.
 (2) Utilizes assumptions from IRR sensitivity using \$70/bbl oil and expected well costs.

Operated Eagle Ford – East



Strong asset continues to provide top-tier returns



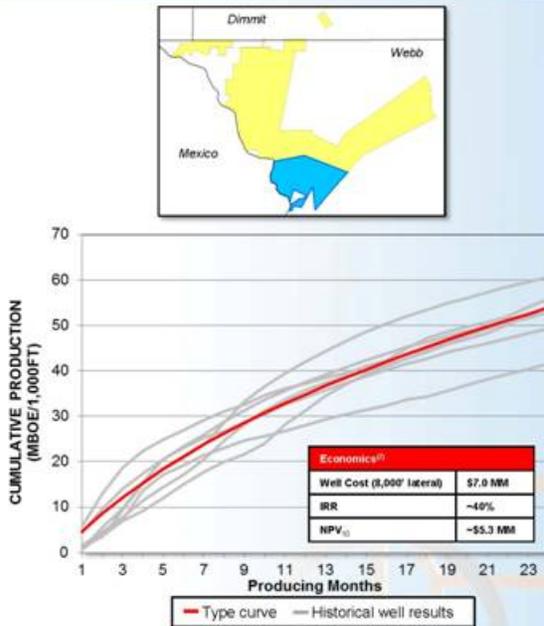
Under current assumptions, SM Energy has identified more than 300 locations on its operated Eagle Ford East area

(1) Assumes \$4/mmbtu gas, and 40% WTI NGL realizations. Upper band represents 15% reduction in CWC; lower band represents current CWC.
 (2) Utilizes assumptions from IRR sensitivity using \$70/bbl oil and expected well costs.

Operated Eagle Ford – South



Wells in southern acreage provide an economic dry gas option



Under current assumptions, SM Energy has identified more than 200 locations on its operated Eagle Ford South area

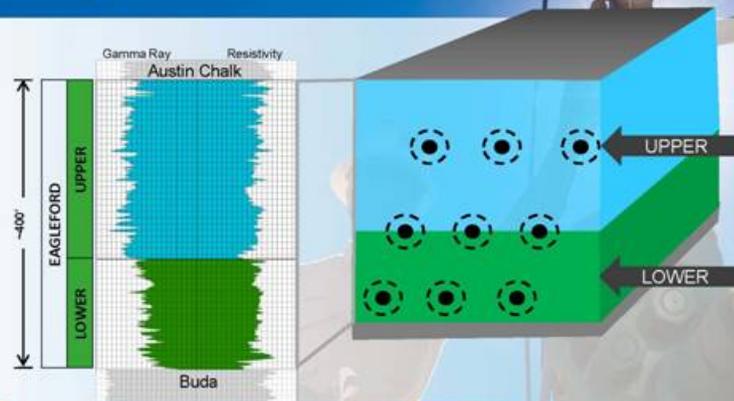
(1) Upper band represents 15% reduction in CWC; lower band represents current CWC.
 (2) Utilizes assumptions from IRR sensitivity using \$4.00/mmbtu gas and expected well costs.

Opportunity for Stacked Laterals

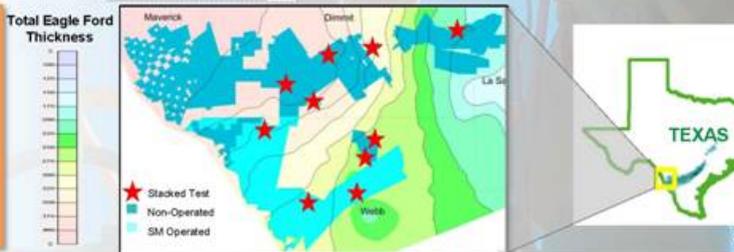


Potential to significantly increase economic inventory

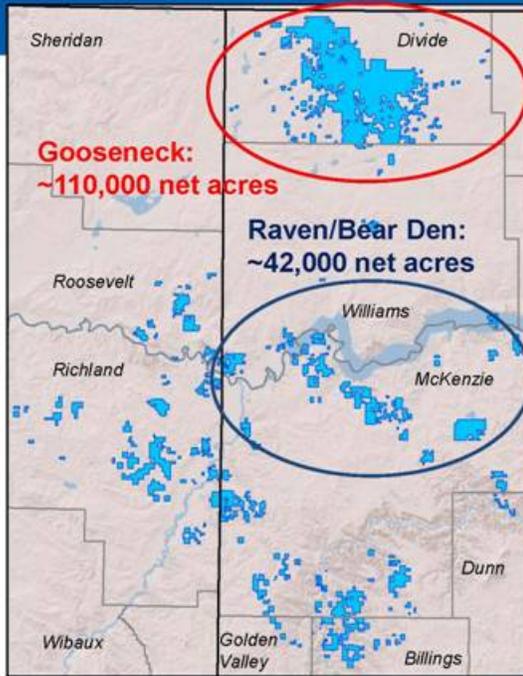
- SM Energy's operated and non-op acreage has some of the thickest section of total Eagle Ford (200-400') across the entire trend
- Several tests planned and in progress



Impact:
 Successful stacked laterals and tighter spacing could double or triple economic inventory of this core asset

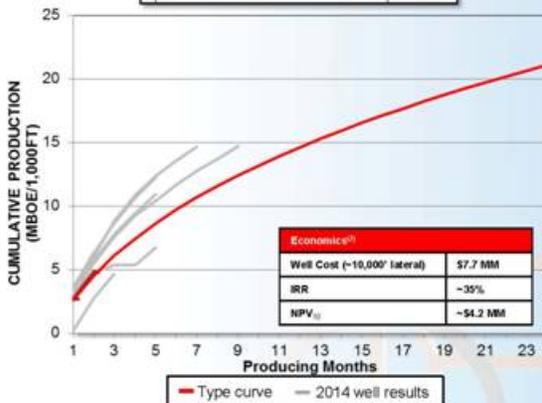
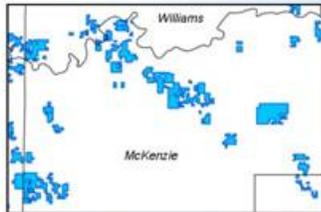


Williston Basin Acreage



➤ Total Williston Basin acreage: ~238,000 net acres

Raven/Bear Den – Bakken



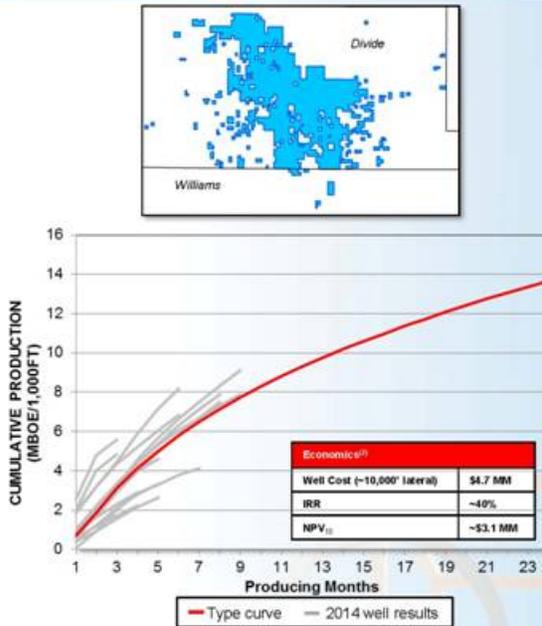
Under current assumptions, SM Energy has identified more than 75 Bakken locations on its operated Raven/Bear Den acreage

(1) Assumes \$4/mmbtu gas, and 40% WTI NGL realizations. Upper band represents 15% reduction in CWC; lower band represents current CWC.
 (2) Utilizes assumptions from IRR sensitivity using \$70/bbl oil and expected well costs.

Gooseneck – Three Forks



Substantial remaining inventory in our most economic Williston program



Under current assumptions, SM Energy has identified more than 400 Three Forks locations on its operated Gooseneck acreage

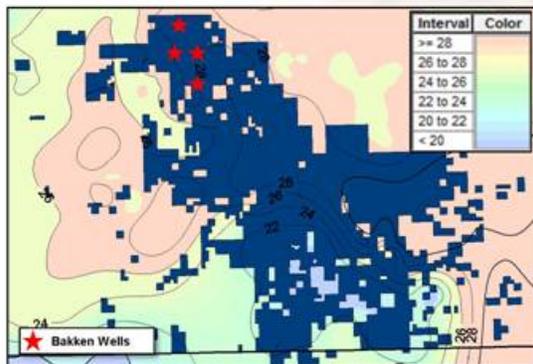
(1) Assumes \$4/mmbtu gas, and 40% WTI NGL realizations. Upper band represents 15% reduction in CWC; lower band represents current CWC.
 (2) Utilizes assumptions from IRR sensitivity using \$70/bbl oil and expected well costs.

Gooseneck Bakken Potential

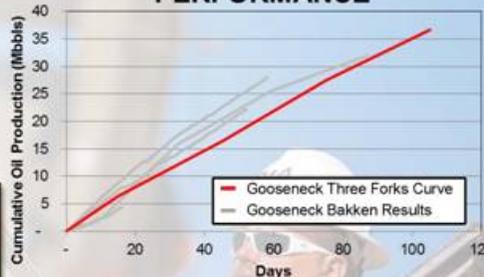


Potential to significantly increase economic inventory

- First wells D&C'd ~\$5.0MM
- Initial Bakken results are inline with Gooseneck Three Forks type curve
- Acreage located in a geologically favorable area



DIVIDE AREA BAKKEN PERFORMANCE



Impact:

Successful Bakken program in Gooseneck could double economic inventory of this core asset

Debt to TTM adjusted EBITDAX

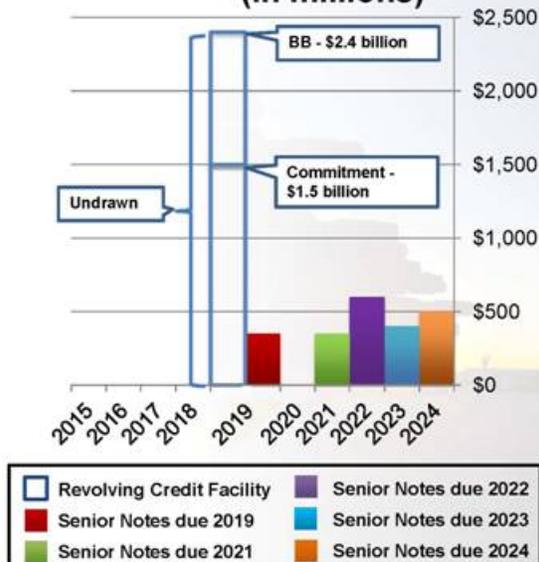


- **SM Energy's pro-forma* September 30, 2014 debt to trailing twelve-month adjusted EBITDAX is below its peer median average of 2.0x.**

Note: 9/30/14 SM Pro-forma TTM adjusted EBITDAX is calculated by Company per Bloomberg definition. 9/30/14 Balance sheet and TTM EBITDAX data sourced from Bloomberg. Peer Group includes CLR, COG, CXO, DNR, EGN, NFX, OAS, PXD, QEP, ROSE, RRC, UPL, WLL, WPX, XCO, and XEC.
*Pro-forma for issuance of Senior Notes on November 17, 2014.

Pro-Forma* Financial Position

DEBT MATURITIES AS OF SEPT. 30, 2014 (in millions)



- **Strong balance sheet with ample liquidity**
- **First debt maturity is in 2019**
- **The Company recently amended its credit facility:**
 - ✓ **Matures in 2019**
 - ✓ **Borrowing base remains at \$2.4 billion**
 - ✓ **Commitments increased to \$1.5 billion**

*Pro-forma for issuance of Senior Notes on November 17, 2014 and amended credit facility dated December 10, 2014.

2015 Budgeting Process



EXPECT 2015 CAPITAL AND PRODUCTION GUIDANCE IN EARLY 2015

Well positioned entering 2015:

- Strong balance sheet, supported by solid hedge book
- Minimal commitments to new venture activities
- Flexible rig programs

2015 thoughts:

- Focus on returns – push on costs
- Protect the balance sheet
- Continue our peer leading performance

15

Takeaways



Focus on Shareholder Value

- Well positioned financially with strong balance sheet and significant liquidity
- Deep inventory of economic projects
 - ✓ 10 years of drilling inventory in each core development program
 - ✓ Current inventory equates to nearly 20 times current year production

16



Appendix

Oil Derivative Position*



Oil Swaps - NYMEX Equivalent

| | Bbls | | \$/Bbl |
|--------------------|-------------------|----|--------|
| 2014 | | | |
| Q4 | 631,000 | \$ | 95.54 |
| 2014 Total | 631,000 | | |
| 2015 | | | |
| Q1 | 1,711,000 | \$ | 91.96 |
| Q2 | 1,639,000 | \$ | 91.26 |
| Q3 | 1,254,000 | \$ | 90.78 |
| Q4 | 1,137,000 | \$ | 90.15 |
| 2015 Total | 5,741,000 | | |
| 2016 | | | |
| Q1 | 1,868,000 | \$ | 86.93 |
| Q2 | 1,752,000 | \$ | 86.73 |
| Q3 | 1,170,000 | \$ | 90.29 |
| Q4 | 780,000 | \$ | 90.05 |
| 2016 Total | 5,570,000 | | |
| Grand Total | 11,942,000 | | |

Oil Collars - NYMEX Equivalent

| | Bbls | | Ceiling \$/Bbl | | Floor \$/Bbl |
|--------------------|------------------|----|-------------------|----|-----------------|
| 2014 | | | | | |
| Q4 | 303,000 | \$ | 102.64 | \$ | 85.00 |
| 2014 Total | 303,000 | | | | |
| 2015 | | | | | |
| Q1 | 882,000 | \$ | 99.53 | \$ | 85.00 |
| Q2 | 709,000 | \$ | 94.06 | \$ | 85.00 |
| Q3 | 906,000 | \$ | 91.25 | \$ | 85.00 |
| Q4 | 869,000 | \$ | 92.19 | \$ | 85.00 |
| 2015 Total | 3,366,000 | | | | |
| Grand Total | 3,669,000 | | | | |

*As of 12/8/14

Gas Derivative Position*



| Natural Gas Swaps - NYMEX Equivalent | | | Natural Gas Collars - NYMEX Equivalent | | |
|--------------------------------------|--------------------|----------|--|---------------------|-------------------|
| | MMBtu | \$/MMBtu | MMBtu | Ceiling \$/MMBtu | Floor \$/MMBtu |
| 2014 | | | | | |
| Q4 | 7,095,000 | \$ 4.11 | | | |
| 2014 Total | 7,095,000 | | | | |
| 2015 | | | | | |
| Q1 | 23,548,000 | \$ 4.27 | | | |
| Q2 | 15,985,000 | \$ 3.93 | | | |
| Q3 | 14,950,000 | \$ 4.05 | | | |
| Q4 | 13,570,000 | \$ 4.03 | | | |
| 2015 Total | 68,053,000 | | | | |
| 2016 | | | | | |
| Q1 | 18,158,000 | \$ 4.23 | | | |
| Q2 | 9,130,000 | \$ 4.00 | | | |
| Q3 | 7,004,000 | \$ 4.07 | | | |
| Q4 | 14,603,000 | \$ 4.01 | | | |
| 2016 Total | 48,895,000 | | | | |
| 2017 | | | | | |
| Q1 | 14,334,000 | \$ 4.12 | | | |
| Q2 | 5,974,000 | \$ 4.10 | | | |
| Q3 | 5,712,000 | \$ 4.09 | | | |
| Q4 | 11,284,000 | \$ 4.12 | | | |
| 2017 Total | 37,414,000 | | | | |
| 2018 | | | | | |
| Q1 | 9,343,000 | \$ 4.26 | | | |
| Q2 | 8,974,000 | \$ 4.11 | | | |
| Q3 | 8,615,000 | \$ 4.11 | | | |
| Q4 | 8,309,000 | \$ 4.17 | | | |
| 2018 Total | 35,241,000 | | | | |
| 2019 | | | | | |
| Q1 | 8,021,000 | \$ 4.39 | | | |
| Q2 | 7,759,000 | \$ 4.11 | | | |
| Q3 | 7,506,000 | \$ 4.17 | | | |
| Q4 | 4,873,000 | \$ 4.23 | | | |
| 2019 Total | 28,159,000 | | | | |
| Grand Total | 224,857,000 | | | | |

*As of 12/8/14

NGL Derivative Position*



| Natural Gas Liquid Swaps - Mont. Belvieu | | |
|--|------------------|----------|
| | Bbls | \$/Bbl |
| 2014 | | |
| Q4 | 314,000 | \$ 61.55 |
| 2014 Total | 314,000 | |
| 2015 | | |
| Q1 | 781,000 | \$ 55.42 |
| 2015 Total | 781,000 | |
| Grand Total | 1,095,000 | |

*As of 12/8/14

FOR IMMEDIATE RELEASE

**SM ENERGY ANNOUNCES PARTICIPATION
IN UPCOMING INVESTOR CONFERENCE**

DENVER, CO December 8, 2014 - SM Energy Company (NYSE: SM) today announces that the Company will be participating in the following upcoming investor event:

December 11, 2014 — Capital One Securities, Inc. 9th Annual Energy Conference. Jay Ottoson, President and Chief Operating Officer, will present at 8:20 AM Central Time.

SM Energy's presentation materials for this event will be available after market close on Wednesday December 10, 2014, on the Company's website at www.sm-energy.com. A link to the webcast of the Company's presentation will also be available on the Company's website for 15 days after the date of the presentation.

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:

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