

SM Energy Co  
Form 8-K  
August 21, 2014

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)  
August 21, 2014 (August 20, 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))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective August 20, 2014, the Board of Directors (the “Board”) of SM Energy Company (the “Company”) appointed Ramiro G. Peru to serve as a director of the Company until the next annual meeting of the Company’s stockholders, or until his successor is elected and qualified or his earlier resignation or removal. The Board also appointed Mr. Peru to serve on its Compensation Committee. There is no understanding or arrangement between Mr. Peru and any other person pursuant to which Mr. Peru was appointed.

The Board determined that Mr. Peru is an independent director within the meaning of the Securities Exchange Act of 1934, the rules and regulations promulgated by the Securities and Exchange Commission thereunder, and the listing standards of the New York Stock Exchange. Mr. Peru has not entered into any related party transactions with the Company that require disclosure pursuant to 404(a) of Regulation S K.

Mr. Peru served as Executive Vice President and Chief Financial Officer of Phelps Dodge Corporation from 1999 to 2007. He joined Phelps Dodge in 1979 and held various finance and accounting positions prior to his appointment as Chief Financial Officer. Mr. Peru currently serves on the Boards of Directors of WellPoint, Inc. and UNS Energy Corporation.

In connection with his service as a member of the Board, under the Company’s Equity Incentive Compensation Plan, Mr. Peru was granted 1,717 shares of the Company’s common stock, which represents a pro rata portion of the \$180,000 in value of the Company’s common stock granted to each director for service from May 20, 2014, until May 20, 2015. In addition, Mr. Peru will be paid \$67,315.07, representing a pro rata portion of the annual retainer paid to non-employee directors, and will receive reimbursement for any out-of-pocket expenses.

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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 Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

On August 20, 2014, the Company issued a press release, which announced that Mr. Peru had been appointed to the Board. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

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| (d) | Exhibits.    | The following exhibit is filed or furnished as part of this report:  |
|     | Exhibit 99.1 | Press release of SM Energy Company dated August 20, 2014, entitled "SM Energy Announces Appointment of Director" |
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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.

SM ENERGY COMPANY

Date: August 21, 2014

By:

/s/ DAVID W. COPELAND

David W. Copeland

Executive Vice President, General Counsel and  
Corporate Secretary