

SM Energy Co  
Form 8-K  
May 28, 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)  
May 28, 2014 (May 21, 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.)
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1775 Sherman Street, Suite 1200, Denver, Colorado (Address of principal executive offices)	80203 (Zip Code)
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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.

On May 21, 2014, the Board of Directors (the “Board”) of SM Energy Company (the “Company”) approved and adopted a Section 162(m) Cash Bonus Plan (the “Plan”). The Plan did not modify the performance criteria or the maximum award cap included in the Company’s previous Cash Bonus Plan, which was approved by the Company’s stockholders on May 22, 2013. The participants in the Plan are the Company’s executive officers, as designated by the Compensation Committee of the Board (or such other committee of the Board appointed to administer the Plan, the “Committee”). The Plan provides that for each year, the Committee will designate the target awards and the related performance criteria for each participant. Following the end of each performance year, the Plan requires the Committee to determine the extent to which the performance criteria have been achieved, and to determine the amount of each award.

The foregoing description of the Plan does not purport to be complete and is qualified in its entirety by reference to the Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

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| (d) | Exhibits.<br>Exhibit 10.1 | The following exhibit is filed as part of this report:<br>Section 162(m) Cash Bonus Plan |
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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: May 28, 2014

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