

SM Energy Co  
Form 8-K  
May 27, 2015

**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 27, 2015 (May 20, 2015)**

**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**

**80203**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(303) 861-8140**

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**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 1.01 Entry into a Material Definitive Agreement.**

On May 20, 2015, SM Energy Company (the *Company*) entered into a Third Amendment (the *Amendment*) to the Fifth Amended and Restated Credit Agreement (the *Credit Agreement*) by and among the Company, Wells Fargo Bank, National Association, as Administrative Agent (the *Agent*), and the institutions named therein as lenders.

Pursuant to the Amendment, (i) the requirement for the Company to provide the Agent with title information concerning the Company's oil and gas properties was reduced to 63.75% of the borrowing base; (ii) the borrowing base will not be reduced by the amount of the 2025 Senior Notes issued by the Company that do not constitute Permitted Refinancing Debt (as defined in the Credit Agreement); and (iii) the borrowing base will not be reduced as a result of the Company's pending divestitures in its Mid-Continent region.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, 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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Third Amendment to Fifth Amended and Restated Credit Agreement, dated May 20, 2015, among SM Energy Company, Wells Fargo Bank, National Association, as Administrative Agent, and the Lenders party thereto

**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 27, 2015

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