SM Energy Co
Form 10-K/A
May 09, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2013

or

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 001-31539

SM ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**41-0518430**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1775 Sherman Street, Suite 1200, Denver, Colorado **80203**

(Address of principal executive offices) (Zip Code)

(303) 861-8140

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common stock, $.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the 65,508,073 shares of voting stock held by non-affiliates of the registrant, based upon the closing sale price of the registrant s common stock on June 28, 2013, the last business day of the registrant s most recently completed second fiscal quarter, of $59.98 per share, as reported on the New York Stock Exchange; was $3,929,174,219. Shares of common stock held by each director and executive officer and by each person who owns 10 percent or more of the outstanding common stock or who is otherwise believed by the registrant to be in a control position have been excluded. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 12, 2014, the registrant had 67,056,441 shares of common stock outstanding, which is net of 22,412 treasury shares held by the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Items 10, 11, 12, 13, and 14 of Part III is incorporated by reference from portions of the registrant s definitive proxy statement relating to its 2014 annual meeting of stockholders to be filed within 120 days after December 31, 2013.

EXPLANATORY NOTE:

This Amendment No. 1 on Form 10-K/A (the Amendment) amends the Annual Report on Form 10-K of SM Energy Company (the Company , our, we or SM Energy) for the year ended December 31, 2013, originally filed with the Securities and Exchange Commission (SEC) on Februa 19, 2014 (the Original Form 10-K). This Amendment is an exhibit only filing in response to comments received from the SEC in connection with its review of a request for confidential treatment of certain portions of Exhibit 2.4 originally filed with the Original Form 10-K. In response to these comments, we have amended the redacted portions of Exhibit 2.4. We have modified Part IV Item 15(b), Exhibits in this Amendment to reflect our revised request for confidential treatment for Exhibit 2.4. We are re-filing herewith Exhibit 2.4 omitting certain portions for which we have applied for confidential treatment and including others for which we have withdrawn our request for confidential treatment.

In addition, pursuant to the rules of the Securities and Exchange Commission, Item 15 of the Original Form 10-K has been amended to contain currently dated certifications of the Company s Chief Executive Officer and Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002. All other information contained in the Original Form 10-K remains unchanged.

This Amendment is limited in scope to the items identified above and should be read in conjunction with the Original Form 10-K. This Amendment does not reflect events that have occurred after the filing of the Original Form 10-K and no revisions are being made to the Company s financial statements pursuant to this Amendment. Other than the filing of the information identified above, this Amendment does not modify or update the disclosure in the Original Form 10-K in any way.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Exhibits. The following exhibits are filed or furnished with or incorporated by reference into this report on Form 10-K/A:

Exhibit Number	Description
[redacted]	

10.1	Stock Option Plan, as Amended on May 22, 2003 (filed as Exhibit 99.1 to the registrant s Registration Statement on Form S-8 (Registration No. 333-106438) and incorporated herein by reference)
10.2	Incentive Stock Option Plan, as Amended on May 22, 2003 (filed as Exhibit 99.2 to the registrant s Registration Statement on Form S-8 (Registration No. 333-106438) and incorporated herein by reference)
10.3	Form of Change of Control Executive Severance Agreement (filed as Exhibit 10.1 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 and incorporated herein by reference)
10.4	Form of Amendment to Form of Change of Control Executive Severance Agreement (filed as Exhibit 10.9 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference)
10.5	Employment Agreement of A.J. Best dated May 1, 2006 (filed as Exhibit 10.1 to the registrant s Current Report on Form 8-K filed on May 4, 2006 and incorporated herein by reference)
10.6	Supplement and Amendment to Deed of Trust, Mortgage, Line of Credit Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement for the benefit of Wachovia Bank, National Association, as Administrative Agent, dated effective as of April 14, 2009 (filed as Exhibit 10.2 to the registrant s Current Report on Form 8-K filed on April 20, 2009, and incorporated herein by reference)
10.7	Deed of Trust to Wachovia Bank, National Association, as Administrative Agent, dated effective as of April 14, 2009 (filed as Exhibit 10.3 to the registrant s Current Report on Form 8-K filed on April 20, 2009, and incorporated herein by reference)
10.8	Equity Incentive Compensation Plan as Amended and Restated as of March 26, 2009 (filed as Exhibit 10.1 to the registrant s Current Report on Form 8-K filed on May 27, 2009, and incorporated herein by reference)
10.9	Equity Incentive Compensation Plan As Amended and Restated as of April 1, 2010 (filed as Exhibit 10.1 to the registrant s Current Report on Form 8-K filed on June 2, 2010, and incorporated herein by reference)
10.10	SM Energy Company Equity Incentive Compensation Plan, As Amended as of July 30, 2010 (filed as Exhibit 10.7 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)
10.11	Third Amendment to Employee Stock Purchase Plan dated September 23, 2009 (filed as Exhibit 10.3 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, and incorporated herein by reference)
10.12	Fourth Amendment to Employee Stock Purchase Plan dated December 29, 2009 (filed as Exhibit 10.46 to the registrant s Annual Report on Form 10-K for the year ended December 31, 2009, and incorporated herein by reference)
10.13	Employee Stock Purchase Plan, As Amended and Restated as of July 30, 2010 (filed as Exhibit 10.4 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)
10.14	Form of Performance Share and Restricted Stock Unit Award Agreement as of July 1, 2010 (filed as Exhibit 10.3 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 and incorporated herein by reference)
10.15	Form of Performance Share and Restricted Stock Unit Award Notice as of July 1, 2010 (filed as Exhibit 10.4 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 and incorporated herein by reference)
10.16	Form of Non-Employee Director Restricted Stock Award Agreement as of May 27, 2010 (filed as Exhibit 10.5 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 and incorporated herein by reference)
10.17**	Gas Services Agreement effective as of July 1, 2010 between SM Energy Company and Eagle Ford Gathering LLC (filed as Exhibit 10.3 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)
10.18	Cash Bonus Plan, As Amended on July 30, 2010 (filed as Exhibit 10.5 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)

4

10.19	Net Profits Interest Bonus Plan, As Amended by the Board of Directors on July 30, 2010 (filed as Exhibit 10.6 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)
10.20	SM Energy Company Non-Qualified Unfunded Supplemental Retirement Plan, As Amended as of July 30, 2010 (filed as Exhibit 10.8 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and incorporated herein by reference)
10.21	Form of Amendment to Form of Change of Control Executive Severance Agreement (filed as Exhibit 10.1 to the registrant s Current Report on Form 8-K filed on December 29, 2010, and incorporated herein by reference)
10.22	Amendment to A.J. Best Employment Agreement dated December 31, 2010 (filed as Exhibit 10.28 to the registrant s Annual Report on Form 10-K filed for the year ended December 31, 2010, and incorporated herein by reference)
10.23	Pension Plan for Employees of SM Energy Company as Amended and Restated as of January 1, 2010 (filed as Exhibit 10.30 to the registrant s Annual Report on Form 10-K filed for the year ended December 31, 2010, and incorporated herein by reference)
10.24+	SM Energy Company Non-Qualified Unfunded Supplemental Retirement Plan as Amended as of November 9, 2010 (filed as Exhibit 10.31 to the registrant s Annual Report on Form 10-K filed for the year ended December 31, 2010, and incorporated herein by reference)
10.25	Fourth Amended and Restated Credit Agreement dated May 27, 2011 among SM Energy Company, Wells Fargo Bank, National Association, as Administrative Agent, and the Lenders party thereto (filed as Exhibit 10.1 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.26	Gas Gathering Agreement dated May 31, 2011 between Regency Field Services LLC and SM Energy Company (filed as Exhibit 10.2 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.27	Gathering and Natural Gas Services Agreement effective as of April 1, 2011 between SM Energy Company and ETC Texas Pipeline, Ltd. (filed as Exhibit 10.3 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.28	Gas Processing Agreement effective as of April 1, 2011 between ETC Texas Pipeline, Ltd. and SM Energy Company (filed as Exhibit 10.4 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.29	Employee Stock Purchase Plan, As Amended and Restated as of June 10, 2011 (filed as Exhibit 10.5 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.30	Form of Performance Stock Unit Award Agreement as of July 1, 2011 (filed as Exhibit 10.6 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.31	Form of Restricted Stock Unit Award Agreement as of July 1, 2011 (filed as Exhibit 10.7 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference)
10.32	Form of Performance Stock Unit Award Agreement as of September 6, 2011 (filed as Exhibit 10.1 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, and incorporated herein by reference)
10.33	Form of Restricted Stock Unit Award Agreement as of September 6, 2011 (filed as Exhibit 10.2 to the registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, and incorporated herein by reference)
10.34	Amendment No. 1 to the Pension Plan for Employees of SM Energy Company amended as of January 1, 2011 (filed as Exhibit 10.41 to the registrant s Annual Report on Form 10-K filed for the year ended December 31, 2011, and incorporated herein by reference)
10.35	Amendment No. 2 to the Pension Plan for Employees of SM Energy Company amended as of January 1, 2012 (filed as Exhibit 10.42 to the registrant s Annual Report on Form 10-K filed for the year ended December 31, 2011, and incorporated herein by reference)

10.36	Equity Incentive Compensation Plan, As Amended as of May 22, 2013 (filed as Annex A to the registrant s Schedule 14A filed on April 11, 2013, and incorporated herein by reference)

10.37	Fifth Amended and Restated Credit Agreement dated April 12, 2013, among SM Energy Company, as Borrower, Wells Fargo Bank, National Association, as Administrative Agent, and the Lenders party thereto (filed as Exhibit 10.1 to the registrant s Current Report of Form 8-K filed on April 15, 2013, and incorporated herein by reference)
10.38	Form of Performance Stock Unit Award Agreement as of July 31, 2013 (filed as Exhibit 10.2 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, and incorporated herein by reference)
10.39	Form of Restricted Stock Unit Award Agreement as of July 31, 2013 (filed as Exhibit 10.3 to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, and incorporated herein by reference)
10.40	SM Energy Company Non-Qualified Deferred Compensation Plan as of March 10, 2014 (filed as Exhibit 10.1 to the registrant s Current Report on Form 8-K filed on January 24, 2014, and incorporated herein by reference)
10.41 ++	Cash Bonus Plan, As Amended and Restated on February 1, 2014
10.42 ++	Summary of Compensation Arrangements for Non-Employee Directors
12.1++	Computation of Ratio of Earnings to Fixed Charges
21.1++	Subsidiaries of Registrant
23.1++	Consent of Ernst & Young LLP
23.2++	Consent of Deloitte & Touche LLP
23.3++	Consent of Ryder Scott Company L.P.
24.1++	Power of Attorney
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32.1++	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
99.1++	Ryder Scott Audit Letter
101.INS++	XBRL Instance Document
101.SCH++	XBRL Schema Document
101.CAL++	XBRL Calculation Linkbase Document
101.LAB++	XBRL Label Linkbase Document
101.PRE++	XBRL Presentation Linkbase Document
101.DEF++	XBRL Taxonomy Extension Definition Linkbase Document

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* Filed with this Form 10-K/A.

** Certain portions of this exhibit have been redacted and are subject to a confidential treatment order granted by the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934.

Exhibit constitutes a management contract or compensatory plan or agreement.

Confidential Treatment has been requested with respect to portions of the exhibit. Such portions have been redacted and filed separately with the SEC.

Exhibit constitutes a management contract or compensatory plan or agreement. This document was amended on July 30, 2010 primarily to reflect the recent change in the name of the registrant from St. Mary Land & Exploration Company to SM Energy Company. There were no material changes to the substantive terms and conditions in this document.

+ Exhibit constitutes a management contract or compensatory plan or agreement. This document was amended on November 9, 2010, in order to make technical revisions to ensure compliance with Section 409A of the Internal Revenue Code. There were no material changes to the substantive terms and conditions in this document.

++ Exhibit was previously filed or furnished, as applicable, with the Company s original Annual Report on Form 10-K for the year ended December 31, 2013 which was originally filed on February 19, 2014 and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SM ENERGY COMPANY
(Registrant)

Date: May 9, 2014

By: /s/ ANTHONY J. BEST
Anthony J. Best
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ANTHONY J. BEST Anthony J. Best	Chief Executive Officer and Director (Principal Executive Officer)	May 9, 2014
/s/ A. WADE PURSELL A. Wade Pursell	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 9, 2014
/s/ MARK T. SOLOMON Mark T. Solomon	Vice President - Controller and Assistant Secretary (Principal Accounting Officer)	May 9, 2014

Signature	Title	Date
/s/ * William D. Sullivan	Chairman of the Board of Directors	May 9, 2014
/s/ * Barbara M. Baumann	Director	May 9, 2014
/s/ * Larry W. Bickle	Director	May 9, 2014
/s/ * Stephen R. Brand	Director	May 9, 2014
/s/ * William J. Gardiner	Director	May 9, 2014
/s/ * Loren M. Leiker	Director	May 9, 2014
/s/ * Julio M. Quintana	Director	May 9, 2014
/s/ * John M. Seidl	Director	May 9, 2014

* /s/ A. Wade Pursell
By A. Wade Pursell
Attorney in Fact