

SM Energy Co  
Form 8-K  
November 03, 2011

**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)

**November 3, 2011 (November 3, 2011)**

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**SM Energy Company**

(Exact name of registrant as specified in its charter)

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**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**

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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))
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**Item 7.01 Regulation FD Disclosure.**

In accordance with General Instruction B.2. of Form 8-K, the information disclosed in this Item 7.01, including Exhibit 99.1, shall be deemed furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Such information and exhibits shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

*Press Release Regarding Offering of Senior Notes Due 2021*

On November 3, 2011, SM Energy Company (the Company) issued a press release announcing that it had commenced its offering of an expected \$300 million aggregate principal amount of senior notes due 2021 (the Senior Notes). The notes offering is being made solely to qualified institutional buyers, as defined under Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to certain non-U.S. persons, as defined under Regulation S under the Securities Act. A copy of the press release is furnished as Exhibit 99.1 to this report.

*EBITDAX, Ratio of Earnings to Fixed Charges and Reconciliation of EBITDAX to Net Income*

The Company is offering the Senior Notes pursuant to a confidential offering memorandum dated November 3, 2011 (the Preliminary Offering Memorandum).

The Preliminary Offering Memorandum contains the following financial information, which has not been previously disclosed. EBITDAX is a financial measure not defined in United States generally accepted accounting principles (GAAP). The Company is also including its reconciliation of EBITDAX to net income, the most comparable measure calculated in accordance with GAAP.

|                                        | As of and for the Years Ended December 31, |            |            | As of and for the Nine Months Ended |            |
|----------------------------------------|--------------------------------------------|------------|------------|-------------------------------------|------------|
|                                        | 2008                                       | 2009       | 2010       | 2010                                | 2011       |
|                                        | (in thousands, except ratios)              |            |            |                                     |            |
| <b>Other Financial Data:</b>           |                                            |            |            |                                     |            |
| Ratio of earnings to fixed charges (1) | 7.0x                                       | (2)        | 11.6x      | 12.8x                               | 13.8x      |
| EBITDAX(3)                             | \$ 809,369                                 | \$ 499,100 | \$ 592,809 | \$ 418,548                          | \$ 635,905 |

(1) The ratio of earnings to fixed charges has been computed by dividing earnings available for fixed charges (earnings from continuing operations before income taxes plus fixed charges and amortization of capitalized interest, less capitalized interest) by fixed charges (interest expense plus capitalized interest).

(2) Earnings were inadequate to cover fixed charges for the year ended December 31, 2009, by a deficiency of \$158.7 million.

(3) EBITDAX means earnings before interest, taxes, depreciation, amortization, gain or loss on disposal of assets, exploration expense and any non-recurring items or non-cash items that cannot be accurately forecasted. EBITDAX is used as a supplemental financial measure by our

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management and directors and by external users of our financial statements, such as investors, to assess:

- the financial performance of assets without regard to financing methods, capital structure or historical cost basis;
- the ability of assets to generate cash sufficient to pay interest on indebtedness; and
- operating performance and return on invested capital as compared to those of other companies, without regard to financing methods and capital structure.

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EBITDAX has limitations as an analytical tool and should not be considered an alternative to net income, operating income, cash flow from operating activities or any other measure of financial performance or liquidity presented in accordance with generally accepted accounting principles (GAAP). EBITDAX excludes some, but not all, items that affect net income, and these measures may vary among other companies. Limitations to using EBITDAX as an analytical tool include:

- EBITDAX does not reflect current or future requirements for capital expenditures or capital commitments;
  
- EBITDAX does not reflect changes in, or cash requirements necessary to service interest or principal payments on debt;
  
- EBITDAX does not reflect income taxes;
  
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDAX does not reflect any cash requirements for such replacements; and
  
- other companies in our industry may calculate EBITDAX differently than we do, limiting its usefulness as a comparison measure.

Below is a reconciliation of EBITDAX to net income, the most comparable measure calculated in accordance with GAAP:

|                                                   | As of and for the Years Ended<br>December 31, |                   |                   | As of and for the Nine Months<br>Ended<br>September 30, |                   |
|---------------------------------------------------|-----------------------------------------------|-------------------|-------------------|---------------------------------------------------------|-------------------|
|                                                   | 2008                                          | 2009              | 2010              | 2010                                                    | 2011              |
|                                                   | (in thousands)                                |                   |                   |                                                         |                   |
| <b>EBITDAX Reconciliation:</b>                    |                                               |                   |                   |                                                         |                   |
| Net Income (loss)                                 | \$ 87,348                                     | \$ (99,370)       | \$ 196,837        | \$ 159,698                                              | \$ 336,127        |
| Adjust: (gain) on divestiture                     | (63,557)                                      | (11,444)          | (155,277)         | (132,183)                                               | (245,662)         |
| Net interest expense                              | 26,465                                        | 28,629            | 23,875            | 19,201                                                  | 33,254            |
| Income tax (benefit) expense                      | 57,388                                        | (60,094)          | 118,059           | 96,693                                                  | 195,142           |
| Depletion, depreciation and amortization          | 314,330                                       | 304,201           | 336,141           | 241,335                                                 | 343,805           |
| Stock compensation expense                        | 14,812                                        | 18,765            | 26,743            | 19,853                                                  | 19,550            |
| Impairment of proved properties                   | 302,230                                       | 174,813           | 6,127             |                                                         | 48,525            |
| Abandonment and Impairment of unproved properties | 39,049                                        | 45,447            | 1,986             | 4,998                                                   | 4,316             |
| Impairment of materials inventory                 |                                               | 14,223            |                   |                                                         |                   |
| Impairment of goodwill                            | 9,452                                         |                   |                   |                                                         |                   |
| Loss related to hurricanes                        | 6,980                                         | 8,301             |                   |                                                         |                   |
| Unrealized derivative loss (gain)                 | (11,209)                                      | 20,469            | 8,899             | (4,095)                                                 | (108,020)         |
| Change in Net Profits Plan (gain)                 | (34,040)                                      | (7,075)           | (34,441)          | (29,785)                                                | (24,719)          |
| Exploration expense                               | 60,121                                        | 62,235            | 63,860            | 42,833                                                  | 33,587            |
| <b>EBITDAX</b>                                    | <b>\$ 809,369</b>                             | <b>\$ 499,100</b> | <b>\$ 592,809</b> | <b>\$ 418,548</b>                                       | <b>\$ 635,905</b> |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are furnished as part of this report:

Exhibit 99.1 Press release of the Company dated November 3, 2011, entitled SM Energy Announces Private Offering of \$300 million of Senior Unsecured Notes Due 2021

**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: November 3, 2011

By:

/s/ David W. Copeland  
David W. Copeland  
Senior Vice President, General  
Counsel and Corporate Secretary