

SM Energy Co  
Form 8-K  
May 22, 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 22, 2014 (May 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.)

## Edgar Filing: SM Energy Co - Form 8-K

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 5.07**

**Submission of Matters to a Vote of Security Holders.**

On May 20, 2014, SM Energy Company (the *Company*) held its Annual Meeting of Stockholders (the *Annual Meeting*). At the Annual Meeting, the Company's stockholders elected all of the incumbent directors that stood for reelection, and approved the two additional proposals described below. Each director was elected by a majority vote. The directors elected and the final vote tabulation for each director were as follows:

| Director            | For        | Against   | Abstain | Non-Votes |
|---------------------|------------|-----------|---------|-----------|
| Anthony J. Best     | 57,052,014 | 498,805   | 8,884   | 4,590,266 |
| Larry W. Bickle     | 56,356,818 | 860,260   | 342,625 | 4,590,266 |
| Stephen R. Brand    | 56,930,702 | 619,816   | 9,185   | 4,590,266 |
| William J. Gardiner | 56,652,937 | 564,141   | 342,625 | 4,590,266 |
| Loren M. Leiker     | 57,039,415 | 511,404   | 8,884   | 4,590,266 |
| Julio M. Quintana   | 56,860,364 | 692,458   | 6,881   | 4,590,266 |
| John M. Seidl       | 56,603,802 | 612,975   | 342,926 | 4,590,266 |
| William D. Sullivan | 53,256,105 | 4,294,714 | 8,884   | 4,590,266 |

The Company's stockholders approved the proposal to ratify the appointment by the Company's Audit Committee of Ernst & Young LLP, as the Company's independent registered public accounting firm for 2014. The final vote tabulation for that proposal was as follows:

|         |            |
|---------|------------|
| For     | 62,069,245 |
| Against | 50,055     |
| Abstain | 30,669     |

The Company's stockholders approved, by a non-binding advisory vote, the proposal regarding the compensation of the Company's named executive officers. The final vote tabulation for that proposal was as follows:

|           |            |
|-----------|------------|
| For       | 56,501,431 |
| Against   | 306,856    |
| Abstain   | 751,416    |
| Non-Votes | 4,590,266  |

**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 22, 2014

By:

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