

SM Energy Co  
Form FWP  
September 07, 2016

**Issuer Free Writing Prospectus dated September 7, 2016**

**Filed by: SM Energy Company**

**Pursuant to Rule 433 under the Securities Act of 1933**

**Registration Statement on Form S-3: No. 333-203936**

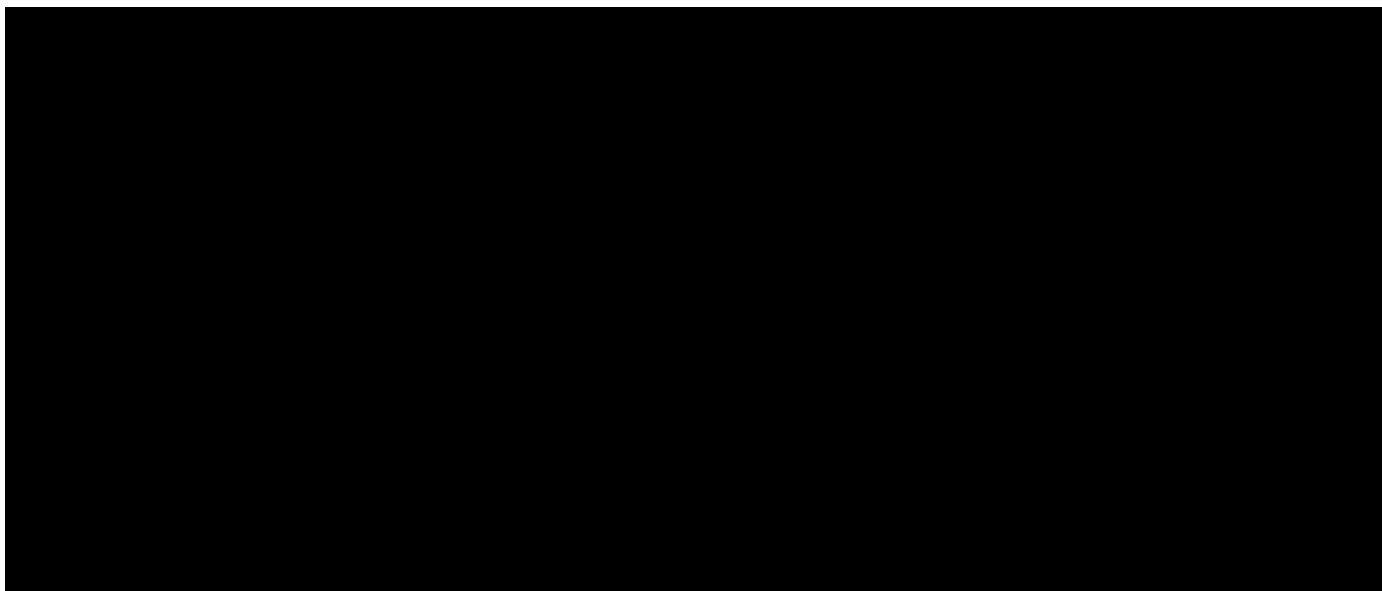
**SM ENERGY COMPANY**

**6.75% Senior Notes due 2026**

**Pricing Term Sheet**

September 7, 2016

This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement dated September 7, 2016. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used but not defined in this Pricing Term Sheet have the respective meanings ascribed to them in the Preliminary Prospectus Supplement.





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Year	Percentage
2021	103.375%
2022	102.250%
2023	101.125%
2024 and thereafter	100.000%

**Optional Redemption with Equity Proceeds:** Up to 35% at 106.750% prior to September 15, 2019, plus accrued and unpaid interest on the Notes, if any, to the applicable redemption date

**Underwriters:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

Wells Fargo Securities, LLC

J.P. Morgan Securities LLC

Barclays Capital Inc.

BBVA Securities Inc.

RBC Capital Markets, LLC

Comerica Securities, Inc.

BOK Financial Securities, Inc.

Capital One Securities, Inc.

Deutsche Bank Securities Inc.

KeyBanc Capital Markets Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

U.S. Bancorp Investments, Inc.

Goldman, Sachs & Co.

Tudor, Pickering, Holt & Co. Securities, Inc.

**Trade Date:** September 7, 2016

**Settlement Date:** September 12, 2016 (T+3 business days)

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**CUSIP and ISIN Numbers:** CUSIP: 78454L AN0

ISIN: US78454LAN01

**Other information (including financial information) presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent effected by the changes described herein.**

The issuer has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request it by contacting BofA Merrill Lynch toll free at 1-800-294-1322 or by email at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Post-Sale Fulfillment, or by email at [prospectus-eq\\_fi@jpmchase.com](mailto:prospectus-eq_fi@jpmchase.com) or Wells Fargo Securities, LLC at 608 2nd Ave S, Suite 1000, Minneapolis, MN 55402, Attention: WFS Customer Service or by email [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).