DENBURY RESOURCES INC Form 8-K February 06, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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): February 6, 2018

DENBURY RESOURCES INC.

(Exact name of registrant as specified in its charter)

Delaware 1-12935 20-0467835

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

5320 Legacy Drive Plano, Texas (Address of principal executive offices)

75024 (Zip code)

(972) 673-2000

(Registrant's telephone number, including area code)

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. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Section 8 – Other Events

Item 8.01 – Other Events

On February 6, 2018, Denbury Resources Inc. (the "Company") filed with the Securities and Exchange Commission (the "Commission") a prospectus supplement (the "Prospectus Supplement") to the prospectus dated December 14, 2017 included in the shelf registration statement No. 333-222066 (the "Registration Statement") that became automatically effective upon filing with the Commission on December 14, 2017. The Prospectus Supplement covers resales by Company stockholders of up to 38,939,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable upon conversion of the Company's 3½% Convertible Senior Notes due 2024 (the "3½% Convertible Notes"), based upon the current conversion rate for the 3½% Convertible Notes.

The Company is filing, as Exhibit 5.1 to this Current Report on Form 8-K, the legal opinion of Baker & Hostetler LLP regarding the validity of the shares of Common Stock that may be offered and sold by Company stockholders under the Prospectus Supplement, which legal opinion is hereby incorporated by reference as Exhibit 5.1 into the Registration Statement.

Section 9 – Financial Statements and Exhibits

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished in accordance with the provisions of Item 601 of Regulation S-K: Exhibit Number Description

5.1* Opinion of Baker & Hostetler LLP.

*Included herewith.

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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.

Denbury Resources Inc. (Registrant)

Date: February 6, 2018 By: /s/ James S. Matthews

James S. Matthews

Executive Vice President, Chief Administrative Officer,

General Counsel and Secretary

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INDEX TO EXHIBITS

Exhibit Number Description

5.1 Opinion of Baker & Hostetler LLP.

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