

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.

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*	<u>Opinion of Baker & Hostetler LLP.</u>

*Included herewith.

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

INDEX TO EXHIBITS

Exhibit Number	Description
5.1	<u>Opinion of Baker & Hostetler LLP.</u>