

DENBURY RESOURCES INC
Form S-8
June 23, 2009

As filed with the Securities and Exchange Commission on June 23, 2009

Registration No. _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
DENBURY RESOURCES INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0467835
(I.R.S. Employer
Identification No.)

**5100 Tennyson Parkway, Suite 1200
Plano, Texas**
(Address of principal executive offices)

75024
(Zip Code)

**2004 OMNIBUS STOCK AND INCENTIVE PLAN
DENBURY RESOURCES INC. EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plans)

Phil Rykhoek
Sr. VP and Chief Financial Officer
Denbury Resources Inc.
5100 Tennyson Parkway, Suite 1200
Plano, Texas 75024
(972) 673-2000

(Name, address and telephone number
including area code of agent for service)

Copy to:
Donald Brodsky
Judy Gechman
Baker Hostetler LLP
1000 Louisiana, Suite 2000
Houston, Texas 77002
(713) 751-1600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

| Title of Class of | Amount | Proposed | Proposed | |
|--------------------------|---------------|-----------------|------------------|------------------|
| | to be | Maximum | Maximum | |
| | | Offering | Aggregate | Amount of |
| | | Price | | |

| Securities to be Registered(1) | Registered (2)(3) | per Share(4)(5) | Offering Price(4)(5) | Registration Fee |
|---------------------------------------|------------------------------|----------------------------|---------------------------------|-----------------------------|
| Common Stock, \$.001 par value | 9,000,000 | \$ 15.18 | \$ 136,620,000 | \$ 7,623.40 |

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Employee Stock Purchase Plan described herein.
- (2) The securities to be registered are 7,500,000 additional shares reserved for issuance under the Registrant's 2004 Omnibus Stock and Incentive Plan (the 2004 Plan) and 1,500,000 additional shares reserved for issuance under the Registrant's Employee Stock Purchase Plan (the ESPP and collectively with the 2004 Plan, the Plans).
- (3) Pursuant to Rule 416, this Registration

Statement is deemed to include additional shares of Common Stock issuable under the terms of the Plans to prevent dilution resulting from any future stock split, stock dividend or similar transaction.

- (4) Estimated solely for the purpose of calculating the registration fee.
- (5) Calculated pursuant to Rule 457(c) and (h)(1). Accordingly, the price per share of Common Stock offered hereunder pursuant to the Plans is the price per share of \$15.18, which is the average of the highest and lowest selling price per share of Common Stock by the New York Stock Exchange on June 17, 2009.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, with respect to the registration of additional securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same employee benefit plans are effective, Denbury Resources Inc. (the Company) hereby incorporates herein the contents of its earlier Registration Statements (Registration Nos. 333-1006, 333-70485, 333-39218, 333-90398, 333-116249 and 333-143848) by this reference and hereby deems such contents to be a part hereof, except as otherwise updated or modified in this filing as noted herein.

Additional Documents Incorporated by Reference

Any reports filed by us with the Securities and Exchange Commission (SEC) after the date of this Registration Statement and before the date that the offering of the securities by means of this Registration Statement is terminated will automatically update and, where applicable, supersede any information contained in this Registration Statement or incorporated by reference in this Registration Statement. We incorporate by reference (excluding any information furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K) the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until we sell all the securities covered by this prospectus:

1. Our Annual Report on Form 10-K for the year ended December 31, 2008 filed on March 2, 2009;
2. Our Annual Report on Form 11-K for the year ended December 31, 2008 filed on March 31, 2009;
3. Our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2009 filed May 11, 2009; and
4. Our Current Reports on Form 8-K (excluding any information furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K).

We incorporate by reference into this Form S-8 and any Annual Reports on Form 11-K filed by us with the after the date of this Registration Statement and before the date that the offering of the securities by means of this Registration Statement is terminated will automatically update and, where applicable, supersede the Form 11-K incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

(a) Exhibits.

The following documents are filed as a part of this registration statement.

| Exhibit Number | Document Description |
|-------------------|--|
| 4.1 | 2004 Omnibus Stock and Incentive Plan, as amended May 13, 2009 |
| 4.2 | Amendment to Employee Stock Purchase Plan |
| 5 | Opinion of Baker & Hostetler LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 23.3 | Consent of Baker & Hostetler LLP (included in Opinion filed as Exhibit 5 hereto) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, Texas, on June 23, 2009.

Denbury Resources Inc.

By: /s/ Phil Rykhoek
Phil Rykhoek
Senior Vice President, Chief
Financial Officer and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Gareth Roberts, Phil Rykhoek and Mark C. Allen, and each of them, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | |
|---------------|---|
| June 23, 2009 | /s/ Gareth Roberts Gareth Roberts Director, President and Chief Executive Officer (Principal Executive Officer) |
| June 23, 2009 | /s/ Phil Rykhoek Phil Rykhoek Sr. Vice President, Chief Financial Officer and Secretary (Principal Financial Officer) |
| June 23, 2009 | /s/ Mark C. Allen Mark C. Allen Vice President and Chief Accounting Officer (Principal Accounting Officer) |

June 23, 2009 /s/ Wieland Wettstein
Wieland Wettstein
Director

June 23, 2009 /s/ Michael Beatty
Michael Beatty
Director

June 23, 2009 /s/ Michael Decker
Michael Decker
Director

June 23, 2009 /s/ Ron Greene
Ron Greene
Director

June 23, 2009 /s/ David I. Heather
David I. Heather
Director

June 23, 2009 /s/ Greg McMichael
Greg McMichael
Director

June 23, 2009 /s/ Randy Stein
Randy Stein
Director

INDEX TO EXHIBITS

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