

---

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): April 17, 2018

**DENBURY RESOURCES INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation)*

**1-12935**  
*(Commission File Number)*

**20-0467835**  
*(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):

- 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))

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

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**

#### *Mandatory Conversion of 3½% Convertible Senior Notes due 2024 into Denbury Common Stock*

On April 17, 2018, all of the remaining outstanding 3½% Convertible Senior Notes due 2024 (the “Notes”) of Denbury Resources Inc. (the “Company”) issued pursuant to an Indenture dated December 6, 2017 (the “Indenture”) were mandatorily converted into shares of the Company’s common stock (plus cash in lieu of fractional shares) pursuant to the terms of the Indenture. In the aggregate, the \$84,650,00 principal amount of Notes issued by the Company were converted into 38,506,633 shares of the Company’s common stock. The conversion of the Notes, when taken together with the debt exchanges completed in December 2017 and January 2018, have reduced the Company’s debt principal balance by approximately \$269 million. For a description of the Notes and the Indenture, see the Company’s Current Report on Form 8-K filed on December 12, 2017.

**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: April 18, 2018

By:

/s/ James S. Matthews

---

James S. Matthews

Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary