
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 10, 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 10, 2018, the Daily VWAP of the Common Stock of Denbury Resources Inc. (the “Company”) exceeded the Threshold Price for at least ten (10) Trading Days during a period of fifteen (15) Trading Days, triggering a mandatory conversion event for its 3½% Convertible Senior Notes due 2024 (the “Notes”) issued pursuant to an Indenture dated December 6, 2017 (the “Indenture”) among the Company, the Company’s subsidiaries that are guarantors of the Notes and Wilmington Trust, National Association, as trustee. As a result, all outstanding Notes will mandatorily convert into shares of Common Stock (plus cash in lieu of fractional shares) pursuant to the terms of the Indenture (the “Mandatory Conversion”). The date of the Mandatory Conversion is expected to be April 17, 2018 (the “Mandatory Conversion Date”). Interest will be paid to holders of the Notes up to, but not including, the Mandatory Conversion Date. For a description of the Notes, see the Company’s Current Report on Form 8-K filed on December 12, 2017. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Indenture.

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 10, 2018

By:

/s/ James S. Matthews

James S. Matthews

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