

DENBURY RESOURCES INC

Form S-8

August 12, 2015

As filed with the Securities and Exchange Commission on August 12, 2015

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.)

5320 Legacy Drive,

Plano, TX

(Address of principal executive offices)

75024

(Zip Code)

DENBURY RESOURCES INC. AMENDED AND RESTATED  
2004 OMNIBUS STOCK AND INCENTIVE PLAN  
(Full title of the plan)

Mark C. Allen

Sr. Vice President and Chief Financial Officer

Denbury Resources Inc.

5320 Legacy Drive

Plano, Texas 75024

(972) 673-2000

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

Copy to:

Donald Brodsky

Baker & Hostetler LLP

811 Main Street, Suite 1100

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  Smaller reporting company

(Do not check if a smaller  
reporting company)

CALCULATION OF REGISTRATION FEE

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| Title of Class of Securities to be Registered | Amount to be Registered (1)(2) | Proposed Maximum Offering Price per Share (3)(4) | Proposed Maximum Aggregate Offering Price (3)(4) | Amount of Registration Fee |
|---|--------------------------------|--|--|----------------------------|
| Common Stock \$.001 Par Value                 | 3,000,000                      | \$3.31   | \$9,930,000                                      | \$1,153.87                 |

(1) The securities to be registered are 3,000,000 additional shares reserved for issuance under the Registrant's Amended and Restated 2004 Omnibus Stock and Incentive Plan (the "2004 Plan").

Pursuant to Rule 416, this Registration Statement is deemed to include additional shares of Common Stock (2) issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or similar transaction.

(3) Estimated solely for the purpose of calculating the registration fee.

Calculated pursuant to Rule 457(c) and (h)(1). Accordingly, the price per share of Common Stock offered (4) hereunder pursuant to the Plan is the price per share of \$3.31, which is the average of the highest and lowest selling price per share of Common Stock by the New York Stock Exchange on August 6, 2015.

Table of Contents  
Denbury Resources Inc.

TABLE OF CONTENTS

|                          | Page     |
|--------------------------|----------|
| <u>EXPLANATORY NOTE</u>  | <u>2</u> |
| <u>PART II</u>           | <u>3</u> |
| <u>Item 8. Exhibits</u>  | <u>3</u> |
| <u>SIGNATURES</u>        | <u>4</u> |
| <u>INDEX TO EXHIBITS</u> | <u>6</u> |
| <u>Exhibit 5.1</u>       |          |
| <u>Exhibit 23.1</u>      |          |
| <u>Exhibit 23.2</u>      |          |

Table of Contents

Denbury Resources Inc.

EXPLANATORY NOTE

By this registration statement, Denbury Resources Inc. (the "Company" or "we" or "our" or "us") is registering an additional 3,000,000 shares of its common stock reserved for issuance under its Amended and Restated 2004 Omnibus Stock and Incentive Plan (the "2004 Plan"). The contents of the following prior registration statements are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8: Registration Nos. 333-116249, 333-143848, 333-160178, 333-167480 and 333-189438.

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 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, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part thereof from the date of filing such documents:

1. Our Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 27, 2015;
2. Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015 and June 30, 2015, filed on May 6, 2015 and August 6, 2015, respectively; and
3. Our Current Reports on Forms 8-K (excluding any information furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K) filed on: January 15, 2015; January 29, 2015; March 26, 2015; April 28, 2015; May 22, 2015; and July 28, 2015.

Table of Contents

Denbury Resources Inc.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

(a) Exhibits.

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

| Exhibit No. | Document Description  |
|-------------|---|
| 4.1         | Denbury Resources Inc. Amended and Restated 2004 Omnibus Stock and Incentive Plan, as amended and restated effective as of May 19, 2015 (incorporated by reference to Exhibit 10.1 of Form 8-K filed by the Company on May 22, 2015, File No. 001-12935). |
| 5.1*        | Opinion of Baker & Hostetler LLP.   |
| 23.1*       | Consent of PricewaterhouseCoopers LLP.  |
| 23.2*       | Consent of DeGolyer and MacNaughton.  |
| 23.3*       | Consent of Baker & Hostetler LLP (included in Opinion filed as Exhibit 5.1 hereto).   |
| 24.1*       | Power of Attorney (included on signature page).   |

\* Included herewith.

Table of Contents

Denbury Resources Inc.

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 August 12, 2015.

Denbury Resources Inc.

/s/ Mark C. Allen

Mark C. Allen

Sr. Vice President and Chief Financial Officer

/s/ Alan Rhoades

Alan Rhoades

Vice President and Chief Accounting Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Phil Rykhoek, Mark C. Allen and Alan Rhoades, and each of them, each with full power to act without the other, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him or her and in his or her 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 SEC, 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.

August 12, 2015

/s/ Phil Rykhoek

Phil Rykhoek

Director, President and Chief Executive Officer

(Principal Executive Officer)

August 12, 2015

/s/ Mark C. Allen

Mark C. Allen

Sr. Vice President and Chief Financial Officer

(Principal Financial Officer)

August 12, 2015

/s/ Alan Rhoades

Alan Rhoades

Vice President and Chief Accounting Officer

(Principal Accounting Officer)

August 12, 2015

/s/ Wieland F. Wettstein

Wieland F. Wettstein  
Chairman of the Board

- 4 -

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Table of Contents

Denbury Resources Inc.

August 12, 2015

/s/ Michael B. Decker  
Michael B. Decker  
Director

August 12, 2015

/s/ John P. Dielwart  
John P. Dielwart  
Director

August 12, 2015

/s/ Gregory L. McMichael  
Gregory L. McMichael  
Director

August 12, 2015

/s/ Kevin O. Meyers  
Kevin O. Meyers  
Director

August 12, 2015

/s/ Randy Stein  
Randy Stein  
Director

August 12, 2015

/s/ Laura A. Sugg  
Laura A. Sugg  
Director



Table of Contents

Denbury Resources Inc.

INDEX TO EXHIBITS

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- 6 -