

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 December 21, 2017, Denbury Resources Inc. issued a press release announcing that it has extended the early participation time of its previously announced private offers (the “Exchange Offers”) to qualified institutional buyers or non-U.S. persons who hold its outstanding 6 % Senior Subordinated Notes due 2021, 5½% Senior Subordinated Notes due 2022, and 4 % Senior Subordinated Notes due 2023 (collectively, the “Old Notes”) to exchange their Old Notes for up to approximately \$182 million of new 9¼% Senior Secured Second Lien Notes due March 31, 2022 and up to approximately \$147 million of new 5% Convertible Senior Notes due December 15, 2023. The Exchange Offers are being made upon the terms and subject to the conditions set forth in a confidential offering memorandum and related letter of transmittal, each dated December 7, 2017. A copy of the press release is filed as Exhibit 99.1 hereto.

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
99.1*	<u>Denbury Press Release, dated December 21, 2017.</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: December 21, 2017 By: /s/ Mark C. Allen
Mark C. Allen
Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary

INDEX TO EXHIBITS

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