

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