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DENBURY RESOURCES INC  
Form POS AM  
December 30, 2003

As filed with the Securities and Exchange Commission on December 30, 2003

Registration No. 333-39172

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2  
TO  
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 of Incorporation)

20-0467835  
(I.R.S. Employer Identification No.)

Denbury Resources Inc.  
Plano, Texas 75024  
(Address of Principal Executive Offices) (Zip Code)

DENBURY RESOURCES INC. DIRECTOR COMPENSATION PLAN  
(Full Title of the Plans)

Phil Rykhoek, Chief Financial Officer  
5100 Tennyson Parkway, Suite 3000  
Plano, Texas 75024  
(972) 673-2000  
(Name, address and telephone number, including area code, of agent for service)  
Copies to:

Donald W. Brodsky  
Jenkins & Gilchrist  
A Professional Corporation  
1401 McKinney Street, Suite 2700  
Houston, Texas 77010  
(713) 951-3300

POST-EFFECTIVE AMENDMENT NO. 2

This Post-Effective Amendment No. 2 to Registration Statement 333-39172 on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), to reflect the new holding company organizational structure of Denbury Resources Inc. (the "Registrant"), effected in accordance with Section 251(g) of the Delaware General Corporation Law (the "DGCL") and the Registrant's status as the successor issuer to Denbury Resources Inc. as it was constituted prior to the Merger (as defined below).

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The holding company organizational structure was effected pursuant to an Agreement and Plan of Merger to Form Holding Company (the "Merger Agreement") among Denbury Resources Inc. as it was constituted prior to the effectuation of the new holding company structure (the "Predecessor"), the Registrant, and Denbury Onshore, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Registrant ("Onshore"). The Merger Agreement provides for the merger of the Predecessor into Onshore, with Onshore continuing as the surviving entity and as a wholly-owned subsidiary of the Registrant (the "Merger"). The Merger was consummated at 9:00 a.m. on December 29, 2003. Prior to the Merger, the Registrant was a direct, wholly-owned subsidiary of the Predecessor organized for the purpose of implementing the holding company organizational structure. Pursuant to Section 251(g) of the DGCL, stockholder approval of the Merger was not required. In connection with the Merger, the Registrant's name was changed to "Denbury Resources Inc."

By virtue of the Merger, all of the Predecessor's outstanding capital stock was converted, on a share for share basis, into capital stock of the Registrant. As a result, each stockholder of the Predecessor became the owner of an identical number of shares of capital stock of the Registrant. Additionally, each treasury share of the Predecessor, including those reserved for issuance of shares under the Employee Stock Purchase Plan of the Predecessor was automatically converted into a treasury share of the Registrant. Also, each outstanding option to purchase shares of the Predecessor's common stock under the Predecessor's Amended and Restated Stock Option Plan and Director Compensation Plan was automatically converted into an option to purchase, upon the same terms and conditions, an identical number of shares of the Registrant's common stock.

In accordance with Rule 414, the Registrant, as the successor issuer to the Predecessor, hereby expressly adopts the Registration Statement No. 333-39172 on Form S-8 as its own for all purposes under the Securities Act and the Securities Exchange Act of 1934, as amended. This Registration Statement pertains to the Denbury Resources Inc. Director Compensation Plan. Registration fees were paid at the time of filing the original Registration Statement.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits

###### (a) Exhibits

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

Exhibit  
Number

Document Description

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Opinion of Jenkens & Gilchrist, A Professional Corporation

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15	Letter from independent accountants as to unaudited condensed financial information
23	Consent of Deloitte & Touche LLP

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 of 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, State of Texas, on this 29th day of December, 2003.

DENBURY RESOURCES INC.

/s/ Phil Rykhoek

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Phil Rykhoek  
Senior Vice President and  
Chief Financial Officer

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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.

Signatures -----	Title -----	
/s/ Ronald G. Greene* ----- Ronald G. Greene	Chairman of the Board of Directors	De
/s/ Gareth Roberts* ----- Gareth Roberts	Chief Executive Officer and President (Principal Executive Officer)	De
/s/ Phil Rykhoek ----- Phil Rykhoek	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	De
/s/ Mark Allen -----	Vice President and Chief Accounting Officer (Principal Accounting Officer)	De

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Mark Allen

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/s/ David I. Heather\*                      Director  
-----  
David I. Heather

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/s/ David B. Miller                      Director  
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David B. Miller

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/s/ Wieland F. Wettstein\*              Director  
-----  
Wieland F. Wettstein

\*By        /s/ Phil Rykhoek  
-----  
          Phil Rykhoek

\*Attorney-in-Fact pursuant to  
power of attorney contained in  
original filing of this Registration Statement

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INDEX TO EXHIBITS

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