

DENBURY RESOURCES INC  
Form 8-K  
March 28, 2013

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): March 28, 2013

DENBURY RESOURCES INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

1-12935  
(Commission File Number)

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

5320 Legacy Drive  
Plano, Texas  
(Address of principal executive offices)  
Registrant's telephone number, including area code:

75024  
(Zip code)  
(972) 673-2000

N/A  
(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:

- 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))

Section 7 – Regulation FD

Item 7.01 – Regulation FD Disclosure

On March 28, 2013, Denbury Resources Inc. (the "Company") issued a press release announcing that it closed its previously announced acquisition of producing property interests in the Cedar Creek Anticline of Montana and North Dakota from a wholly-owned subsidiary of ConocoPhillips for \$1.05 billion in cash, before purchase price adjustments. A copy of such press release is furnished as Exhibit 99.1 hereto. The acquisition was funded with a portion of the cash received from the Company's Bakken sale and asset exchange with ExxonMobil completed in December 2012 as part of a like-kind-exchange transaction.

The information contained in this Item 7.01 and in Exhibit 99.1 hereto is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any document whether or not filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such document.

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*	Denbury Press Release, dated March 28, 2013.

\*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: March 28, 2013

By: /s/ Alan Rhoades  
Alan Rhoades  
Vice President and Chief Accounting Officer

INDEX TO EXHIBITS

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