

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): June 3, 2019

**DENBURY RESOURCES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-12935**

(Commission File Number)

**20-0467835**

(IRS Employer Identification No.)

**5320 Legacy Drive**

**Plano, Texas**

(Address of principal executive offices)

**75024**

(Zip code)

**(972) 673-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 ( see General Instruction A.2. below):

- 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))

**Securities registered pursuant to Section 12(b) of the Exchange Act:**

| <b>Title of each class</b>               | <b>Trading Symbol</b> | <b>Name of each exchange on which registered</b> |
|--|-----------------------|--|
| Common Stock, par value \$.001 per share | DNR                   | New York Stock Exchange                          |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 3 – Securities and Trading Markets**

#### **Item 3.02 – Unregistered Sales of Equity Securities**

The information in Item 8.01 below is incorporated by reference into this Item 3.02.

The New Convertible Senior Notes (as defined below) will be convertible into the common stock of Denbury Resources Inc. (the “Company”), par value \$0.001 per share (the “Common Stock”) at any time, at the option of each holder, at a rate of 370 shares of Common Stock per \$1,000 principal amount of New Convertible Senior Notes, resulting in an effective issue price of \$2.70 per share. In addition, the New Convertible Senior Notes will automatically convert at that same rate (subject to dividend, distribution or other customary adjustments) if the volume-weighted average price of the Common Stock is at or above \$2.43 per share for ten out of fifteen consecutive trading days. The maximum number of shares of Common Stock subject to the New Convertible Senior Notes would be approximately 92 million.

### **Section 8 – Other Events**

#### **Item 8.01 – Other Events**

On June 3, 2019, the Company issued a press release announcing that it has entered into private exchange agreements with institutional investors (the “Private Exchange Agreements”) and has separately commenced private exchange offers (the “Exchange Offers”) to qualified institutional buyers or non-U.S. persons who hold its 6¾% Senior Subordinated Notes due 2021 (the “2021 Notes”) and its 5½% Senior Subordinated Notes due 2022 (the “2022 Notes”), along with a separate exchange offer to holders of its 7½% Senior Secured Second Lien Notes due 2024 (the “Old Second Lien Notes”). The consideration being offered by the Company in the Exchange Offers to holders of the 2021 Notes, 2022 Notes and Old Second Lien Notes consists of varying amounts of one or more of new 7¼% Senior Secured Second Lien Notes due 2024 (the “New Second Lien Notes”), new 6¾% Convertible Senior Notes due 2024 (the “New Convertible Senior Notes”) or cash, all as described in the Company’s press release attached hereto as Exhibit 99.1. 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 June 3, 2019.

Pursuant to the Private Exchange Agreements, institutional investors have agreed, subject to certain conditions, to exchange approximately \$44.8 million aggregate principal amount of the 2021 Notes, \$93.1 million aggregate principal amount of the 2022 Notes, and \$96.3 million aggregate principal amount of the Company’s 4¾% Senior Subordinated Notes due 2023 for approximately \$48.5 million of cash, \$36.6 million aggregate principal amount of New Second Lien Notes, and \$149.1 million aggregate principal amount of New Convertible Senior Notes. Additionally, pursuant to the Private Exchange Agreements, the same institutional investors have agreed to exchange \$168.0 million aggregate principal amount of Old Second Lien Notes for \$168.0 million aggregate principal amount of New Second Lien Notes.

The New Second Lien Notes and New Convertible Senior Notes are being offered in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

Closing of the exchanges covered by the Private Exchange Agreements is conditioned upon, among other things, the consummation of the Exchange Offers, and is expected to occur simultaneously with the initial settlement date for the Exchange Offers, as detailed in the press release. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated by reference herein.

**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:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1*                     | <a href="#">Denbury Press Release, dated June 3, 2019.</a> |

\* 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: June 3, 2019

By:

/s/ Mark C. Allen

---

Mark C. Allen

Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary

INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1                      | <a href="#">Denbury Press Release, dated June 3, 2019.</a> |

### **DENBURY ENTERS INTO PRIVATE EXCHANGE AGREEMENTS AND ANNOUNCES EXCHANGE OFFERS FOR SUBORDINATED NOTES DUE 2021 AND 2022 AND SECOND LIEN NOTES DUE 2024**

**PLANO, TX** – June 3, 2019 – Denbury Resources Inc. (NYSE: DNR) (“Denbury” or the “Company”) today announced that it has entered into private exchange agreements and has separately commenced exchange offers with respect to certain of its subordinated notes and its second lien notes due 2024.

Pursuant to the private exchange agreements, certain institutional investors have agreed, subject to certain conditions, to exchange approximately \$44.8 million aggregate principal amount of the Company’s 6¾% Senior Subordinated Notes due 2021 (the “2021 Notes”), \$93.1 million aggregate principal amount of 5½% Senior Subordinated Notes due 2022 (the “2022 Notes” and, together with the 2021 Notes, the “Old Subordinated Notes”), and \$96.3 million aggregate principal amount of 4⅝% Senior Subordinated Notes due 2023 (the “2023 Notes”) for approximately \$48.5 million of cash, \$36.6 million aggregate principal amount of new 7¾% Senior Secured Second Lien Notes due 2024 (the “New Second Lien Notes”), and \$149.1 million aggregate principal amount of new 6¾% Convertible Senior Notes due 2024 (the “New Convertible Senior Notes” and, together with the New Second Lien Notes, the “New Notes”) (the “Subordinated Notes Private Exchanges”). Additionally, the same institutional investors have agreed to exchange \$168.0 million aggregate principal amount of 7½% Senior Secured Second Lien Notes due 2024 (the “Old Second Lien Notes” and, together with the Old Subordinated Notes, the “Old Notes”) for \$168.0 million aggregate principal amount of New Second Lien Notes (the “Second Lien Notes Private Exchanges” and, together with the Subordinated Notes Private Exchanges, the “Private Exchanges”). Closing of the Private Exchanges is conditioned upon, among other things, the consummation of the Exchange Offers described below.

In addition, the Company has also announced today the commencement of exchange offers (the “Subordinated Notes Exchange Offers”) to Eligible Holders (as defined below) of its 6¾% Senior Subordinated Notes due 2021 and 5½% Senior Subordinated Notes due 2022 and a separate exchange offer (the “Second Lien Notes Exchange Offer” and, together with the Subordinated Notes Exchange Offers, the “Exchange Offers”) to holders of its 7½% Senior Secured Second Lien Notes due 2024. The Exchange Offers are being made upon the terms and subject to the conditions set forth in a confidential offering memorandum (the “Offering Memorandum”) and related letter of transmittal (the “Letter of Transmittal”), each dated June 3, 2019.

---

For each \$1,000 principal amount of Old Notes validly tendered and not validly withdrawn pursuant to the Exchange Offers prior to 5:00 p.m. New York City time, on June 14, 2019 (the “Early Participation Time”), Eligible Holders will be eligible to receive the applicable “Total Exchange Consideration,” which includes the “Early Participation Premium,” as described in the tables below. Old Notes tendered pursuant to the Exchange Offers after the Early Participation Time will not be eligible to receive the Early Participation Premium.

The following table sets forth the acceptance priority level for each series of Old Subordinated Notes and the applicable consideration offered for such series in the Subordinated Notes Exchange Offers:

**Subordinated Notes Exchange Offers**

| Title of Old Subordinated Notes        | CUSIP / ISIN Numbers     | Principal Amount Outstanding <sup>(1)</sup> | Acceptance Priority Level <sup>(2)</sup> | Early Participation Premium | Total Exchange Consideration <sup>(3)(4)</sup>  |
|--|--------------------------|---|--|-----------------------------|---|
| 6¾% Senior Subordinated Notes due 2021 | 247916AC3 / US247916AC30 | \$203,545,000                               | 1  | \$50.00 of cash             | \$400.00 of cash<br>and<br>\$350.00 principal amount of New Second Lien Notes<br>and<br>\$250.00 principal amount of New Convertible Senior Notes |
| 5½% Senior Subordinated Notes due 2022 | 247916AD1 / US247916AD13 | \$314,662,000                               | 2  | \$50.00 of cash             | \$225.00 of cash<br>and<br>\$225.00 principal amount of New Second Lien Notes<br>and<br>\$550.00 principal amount of New Convertible Senior Notes |

(1) Before giving effect to the Subordinated Notes Private Exchanges.

(2) All Old Subordinated Notes that are tendered for exchange in a Subordinated Notes Exchange Offer on or before the Early Participation Time will have priority over any Old Subordinated Notes that are tendered for exchange after the Early Participation Time.

(3) Includes the Early Participation Premium of \$50.00 of cash.

(4) In addition to the Total Exchange Consideration, the Company will also pay in cash accrued and unpaid interest to, but not including, the applicable Settlement Date.

The following table sets forth the consideration per \$1,000 principal amount of Old Second Lien Notes accepted in the Second Lien Notes Exchange Offer:

**Second Lien Notes Exchange Offer**

| Title of Old Second Lien Notes                | CUSIP / ISIN Numbers                              | Principal Amount Outstanding <sup>(1)</sup> | Early Participation Premium                       | Total Exchange Consideration <sup>(2)(3)</sup>       |
|---|---|---|---|--|
| 7½% Senior Secured Second Lien Notes due 2024 | 247916AL3, U2481AAH1 / US247916AL39, USU2481AAH15 | \$450,000,000                               | \$50.00 principal amount of New Second Lien Notes | \$1,000.00 principal amount of New Second Lien Notes |

- (1) Before giving effect to the Second Lien Notes Private Exchanges.
- (2) Includes the Early Participation Premium of \$50.00 in principal amount of New Second Lien Notes.
- (3) In addition to the Total Exchange Consideration, the Company will also pay in cash accrued and unpaid interest to, but not including, the applicable Settlement Date.

The new notes issuable in the Exchange Offers are comprised of 7<sup>3</sup>/<sub>4</sub>% Senior Secured Second Lien Notes due February 15, 2024 and 6<sup>3</sup>/<sub>8</sub>% Convertible Senior Notes due December 31, 2024. The consideration for the exchange of 2021 Notes, 2022 Notes and Old Second Lien Notes pursuant to the Private Exchanges is the same as the consideration being offered in the Exchange Offers.

The maximum amount of consideration of each type (the “Maximum Consideration Threshold”) that the Company will pay or issue in the Subordinated Notes Exchange Offers is limited to \$71.5 million in cash, \$71.3 million aggregate principal amount in New Second Lien Notes and \$98.9 million aggregate principal amount in New Convertible Senior Notes. Accordingly, if the Subordinated Notes Exchange Offers are oversubscribed prior to the Early Participation Time, all 2021 Notes will be accepted before any 2022 Notes are accepted, and all 2022 Notes will be accepted on a pro rata basis until the applicable Maximum Consideration Threshold is met. However, all Old Subordinated Notes tendered before the Early Participation Time will be accepted before any Old Subordinated Notes tendered after the Early Participation Time are accepted. Based on the foregoing, 2021 Notes tendered before the Early Participation Time will not be subject to proration.

Pursuant to both the Subordinated Notes Private Exchanges and the Subordinated Notes Exchange Offers, the Company will pay or issue up to an aggregate of (1) \$120.0 million of cash, (2) \$107.9 million principal amount of New Second Lien Notes and (3) \$248.0 million principal amount of New Convertible Senior Notes. Pursuant to the Private Exchanges and the Exchange Offers, the Company will issue up to an aggregate of \$557.9 million principal amount of New Second Lien Notes. All New Second Lien Notes, whether issued in the Private Exchanges or the Exchange Offers, will have the same CUSIP, be part of the same series and be fungible.

The New Second Lien Notes will be secured by the same collateral as the Old Second Lien Notes. The New Second Lien Notes will have the same maturity date as the Old Second Lien Notes. However, the holders of the New Second Lien Notes may require the Company to repurchase the New Second Lien Notes at a price of par if any Old Second Lien Notes remain outstanding on November 15, 2023.

The New Convertible Senior Notes will be convertible into the Company’s common stock at any time, at the option of each holder, at a rate of 370 shares of common stock per \$1,000 principal amount of New Convertible Senior Notes, resulting in an effective issue price of \$2.70 per share. In addition, the New Convertible Senior Notes will automatically convert at that same rate (subject to dividend, distribution or other customary adjustments) if the volume-weighted average price of the Company’s common stock

is at or above \$2.43 per share for ten out of fifteen consecutive trading days. The maximum number of shares subject to the New Convertible Senior Notes would be approximately 92 million.

All the New Notes will rank senior to all existing and future subordinated indebtedness of the Company, including any 2021 Notes, 2022 Notes or 2023 Notes that remain outstanding after the consummation of the Exchange Offers.

Eligible Holders of Old Notes accepted for exchange in the Exchange Offers will receive accrued and unpaid interest on such Old Notes in cash from the applicable last interest payment date to, but not including, the applicable Settlement Date. Tenders may be validly withdrawn at any time prior to 5:00 p.m. New York City time, on June 14, 2019, but not thereafter unless required by law.

The consummation of the Exchange Offers is conditioned upon the satisfaction or waiver of customary conditions described in the Offering Memorandum and Letter of Transmittal. In addition, the consummation of the Exchange Offers is conditioned on a minimum of \$300 million aggregate principal amount of New Second Lien Notes and \$200 million aggregate principal amount of New Senior Convertible Notes being issued in the aggregate in the Exchange Offers and pursuant to the Private Exchanges.

The Company currently expects the initial settlement date for the Exchange Offers to occur on or about June 19, 2019 (the "Initial Settlement Date"). The Exchange Offers will expire at 11:59 p.m. New York City time, on June 28, 2019 (the "Expiration Time"). The final settlement date, if necessary, for the Exchange Offers is currently expected to occur on or about July 2, 2019 (the "Final Settlement Date" and, together with the Initial Settlement Date, the "Settlement Dates").

The New Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws and the New Notes will be issued pursuant to an exemption therefrom, and may not be offered or sold within the United States, or to or for the account or benefit of any U.S. Person, absent registration or an applicable exemption from registration requirements.

Documents relating to the Exchange Offers will be distributed only to holders of Old Notes who complete and return an eligibility form confirming that they are either a "qualified institutional buyer" under Rule 144A or not a "U.S. person" under Regulation S as defined under applicable securities laws (the "Eligible Holders"). The complete terms and conditions of the Exchange Offers, as well as the terms of the New Notes, are described in the Offering Memorandum and Letter of Transmittal.

In order to receive a copy of the Offering Memorandum, Eligible Holders must complete and submit an eligibility form. The eligibility form may be obtained by visiting [www.dfking.com/dnr](http://www.dfking.com/dnr) or by contacting D.F. King & Co., Inc., the exchange agent and information agent in connection with the Exchange Offers,

by calling (800) 399-1581 (toll free) or (212) 269-5550 (banks and brokers) or by emailing denbury@dfking.com.

This press release does not constitute an offer to sell or a solicitation of any offer to buy any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to Rule 135c under the Securities Act.

This press release contains forward-looking statements that involve risks and uncertainties that are based on assumptions that management believes are reasonable based on currently available information. There is no assurance that these assumptions will prove to be correct. In addition, any forward-looking statements represent the Company's estimates only as of today and should not be relied upon as representing its estimates as of any future date. Denbury assumes no obligation to update its forward-looking statements.

Denbury is an independent oil and natural gas company with operations focused in two key operating areas: the Gulf Coast and Rocky Mountain regions. The Company's goal is to increase the value of its properties through a combination of exploitation, drilling and proven engineering extraction practices, with the most significant emphasis relating to CO<sub>2</sub> enhanced oil recovery operations.

# # #

**DENBURY CONTACTS:**

Mark C. Allen, Executive Vice President and Chief Financial Officer, 972.673.2000

John Mayer, Director of Investor Relations, 972.673.2383