

# DENBURY RESOURCES INC

## FORM 8-K

(Current report filing)

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Address	5320 LEGACY DRIVE PLANO, TX 75024
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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): May 6, 2009

**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.)*

**5100 Tennyson Parkway  
Suite 1200  
Plano, Texas**

*(Address of principal executive offices)*

**75024**

*(Zip code)*

Registrant's telephone number, including area 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 ( 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))
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## Section 5 — Corporate Governance

### Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 6, 2009, the Board of Directors of Denbury Resources Inc. amended Section 5(d) of the Company's 2004 Omnibus Stock and Incentive Plan (the "Plan") to clarify that this section of the Plan, which allows the Compensation Committee power to provide for the Company to repurchase options for cash, cannot be used to violate NYSE prohibition on repricing options without shareholder approval. A copy of the letter to Company stockholders filed today with the SEC as "additional proxy soliciting material" is attached as Exhibit 99.1 to this Current Report on Form 8-K.

## Section 9 — Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

Exhibit Number	Description of Exhibit
99.1	Denbury letter to shareholders dated May 6, 2009

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## 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: May 6, 2009

By: /s/ Phil Rykhoek  
Phil Rykhoek  
Senior Vice President & Chief  
Financial Officer



TO: Denbury Shareholders

FROM: Denbury Resources Inc.

DATE: May 6, 2009

SUBJECT: 2004 Omnibus Stock and Incentive Plan (the "Plan")

As you are aware, the Board of Directors of the Company is submitting a proposal to increase the number of shares that may be used under the 2004 Omnibus Stock and Incentive Plan (the "Plan") to the Company's shareholders for approval at the annual meeting to be held May 13, 2009.

In connection with that proposal, the Company has reviewed the Riskmetrics Group's (formerly ISS) report regarding that proposal and is aware of a specific provision of the Plan that is of concern to the Riskmetrics Group and certain shareholders.

Section 5 of the Plan, "Grant of Options," contains the following provision:

( d ) The Committee may at any time offer to buy out for a payment in cash, an Option previously granted, based on such terms and conditions as the Committee shall establish and as communicated to the Holder by the Administrator at the time that such offer is made.

This provision is designed to maintain flexibility in providing the economic benefit of an option award to a participant in the Plan by means other than the exercise of the option. The ability to buyout an option might be desirable, for example, in negotiating the treatment of outstanding options in a change of control transaction. It is not intended to provide a mechanism for the Compensation Committee to buyout an option in order to "reprice" an already outstanding option. As our common stock is listed on the NYSE, the rules of the NYSE prohibit option repricing without shareholder approval.

Although we do not interpret the buyout provision in the context of the entire Plan as allowing the committee to reprice options, we would like to address the concerns of shareholders and clarify the language as it is not our intent to reprice options. To clarify this position, the Board of Directors of the Company have modified Section 5(d) of the Plan to specify that it cannot be used to violate NYSE prohibition on repricing options without shareholder approval. The modified provision reads as follows (new language underlined), which we believe clarifies the intent of this provision:

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**(d)** The Committee may at any time offer to buy out for a payment in cash, an Option previously granted, based on such terms and conditions as the Committee shall establish and as communicated to the Holder by the Administrator at the time that such offer is made, provided that no such offer or payment may be made in a manner that would violate the prohibition of the New York Stock Exchange (or other national securities exchange upon which the Company's securities are listed for trading) against the repricing of "underwater" options (options with an exercise price above the then-current price of the Company's common stock on the NYSE) without shareholder approval.

If you have any questions regarding the Plan or provisions of the Plan, please contact Phil Rykhoek at 972-673-2050. Thank you for your consideration.

/s/ Phil Rykhoek

Senior Vice President, Chief Financial Officer and Secretary