

DENBURY RESOURCES INC
Form S-8 POS
September 09, 2009

As filed with the Securities and Exchange Commission on September 9, 2009

Registration No. 333-160178

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post-Effective Amendment No. 1
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 or other jurisdiction of
incorporation or organization)

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

**5100 Tennyson Parkway, Suite 1200
Plano, Texas**
(Address of principal executive offices)

75024
(Zip Code)

**2004 omnibus stock and incentive plan
denbury resources inc. employee stock purchase plan**
(Full title of the plans)

**Phil Rykhoek
Chief Executive Officer
Denbury Resources Inc.
5100 Tennyson Parkway, Suite 1200
Plano, Texas 75024
(972) 673-2000**

(Name, address and telephone number
including area code of agent for service)

**Copy to:
Donald Brodsky
Judy Gechman
Baker Hostetler LLP
1000 Louisiana, Suite 2000
Houston, Texas 77002
(713) 751-1600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-160178 (the Registration Statement) is filed for the purpose of attaching a corrected form of amendment to the Employee Stock Purchase Plan of Denbury Resources Inc. which was filed on June 23, 2009 as Exhibit 4.2 to the 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
*4.1	2004 Omnibus Stock and Incentive Plan, as amended May 13, 2009
**4.2	Amendment to Employee Stock Purchase Plan
*5	Opinion of Baker & Hostetler LLP
*23.1	Consent of PricewaterhouseCoopers LLP
*23.2	Consent of PricewaterhouseCoopers LLP
*23.3	Consent of Baker & Hostetler LLP (included in Opinion filed as Exhibit 5 hereto)
* Previously filed	
** Filed herewith	

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 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, Texas, on September 9, 2009.

Denbury Resources Inc.

By: /s/ Mark C. Allen
Mark C. Allen
Senior Vice President, Chief Financial
Officer and Secretary

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.

September 9, 2009	/s/ Phil Rykhoek* Phil Rykhoek Chief Executive Officer (Principal Executive Officer)
September 9, 2009	/s/ Mark C. Allen Mark C. Allen Senior Vice President and Chief Financial Officer (Principal Financial Officer)
September 9, 2009	/s/ Alan Rhoades Alan Rhoades Vice President Accounting (Principal Accounting Officer)
September 9, 2009	/s/ Wieland Wettstein* Wieland Wettstein Director
September 9, 2009	/s/ Michael Beatty* Michael Beatty Director
September 9, 2009	/s/ Michael Decker* Michael Decker Director

September 9, 2009

/s/ Ron Greene*
Ron Greene
Director
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September 9, 2009

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

September 9, 2009

/s/ Greg McMichael*
Greg McMichael
Director

September 9, 2009

/s/ Gareth Roberts*
Gareth Roberts
Director

September 9, 2009

/s/ Randy Stein*
Randy Stein
Director

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

INDEX TO EXHIBITS

Exhibit Number	Document Description
4.2	Amendment to Employee Stock Purchase Plan

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