

DENBURY RESOURCES INC  
Form 8-K  
December 21, 2018

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): December 21, 2018

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

Delaware 1-12935 20-0467835  
(State or other jurisdiction of incorporation) (Commission File Number) (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))

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 ☐

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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 7 – Regulation FD

#### Item 7.01 – Regulation FD Disclosure

On December 21, 2018, Denbury Resources Inc. (the “Company”) issued a press release announcing that the Company has filed a registration statement on Form S-4 containing a joint proxy statement/prospectus with the United States Securities and Exchange Commission in connection with the Company’s proposed acquisition of Penn Virginia Corporation, a copy of which is furnished as Exhibit 99.1 hereto.

The information furnished in this Item 7.01 (including the exhibits) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

### 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
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99.1*	<u>Denbury Press Release, dated December 21, 2018.</u>
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\*Included herewith.

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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: December 21, 2018 By: /s/ James S. Matthews  
James S. Matthews  
Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary

INDEX TO EXHIBITS

Exhibit Number	Description
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