

ENCORE ACQUISITION CO

Form 425

December 03, 2009

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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): December 3, 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:

N/A

**(972) 673-2000**

(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))
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**Item 7.01. Regulation FD Disclosure**

On December 3, 2009, Denbury Resources Inc. ( Denbury ) issued a press release announcing, among other things, that it had: (i) entered into an agreement with a privately-owned company to purchase a 95% working interest in the Conroe Field located outside of Houston, Texas for approximately \$430.7 million consisting of cash and shares of Denbury common stock; (ii) in a separate transaction, entered into a binding letter of intent with a different privately-owned company to sell its remaining Barnett Shale assets for \$210 million (before closing adjustments); and (iii) been granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in connection with its previously announced acquisition of Encore. A copy of the press release is attached hereto as Exhibit 99.1.

As provided in General Instruction B.2 to Form 8-K, the information furnished in this Item 7.01 and in Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing with the Securities and Exchange Commission, except as shall be expressly provided by specific reference in such filing.

**Item 8.01 Other Events**

To the extent required, the information included in Item 7.01 of this Form 8-K is hereby incorporated by reference into this Item 8.01.

**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 of Exhibit**

99.1	Denbury press release, dated December 3, 2009, Denbury Agrees to Purchase Conroe Field and Sell Remaining Barnett Shale Assets
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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 thereunto duly authorized.

**Denbury Resources Inc.**

*(Registrant)*

Date: December 3, 2009

By: /s/ Alan Rhoades

Alan Rhoades

Vice President    Accounting

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