

Section 5 – Corporate Governance and Management

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

On October 3, 2016, Denbury Resources Inc. (the “Company”) announced that its Board of Directors had promoted Christian S. Kendall to President of the Company. Mr. Kendall assumed the position of President from the Company’s Chief Executive Officer, Phil Rykhoek. Mr. Kendall joined the Company as Chief Operating Officer in September 2015 and will continue to serve in that role until a successor is named.

Additional information regarding Mr. Kendall and his background is included under the heading “Management” in the Company’s definitive proxy statement for its 2016 annual meeting of stockholders, filed with the Securities and Exchange Commission on April 14, 2016, and is incorporated herein by reference.

In connection with his promotion, Mr. Kendall received a one-time grant of \$500,000 of restricted common stock of the Company, effective October 1, 2016, covering 154,798 shares of restricted common stock (based on the prior day’s closing price of the Company’s common stock on the NYSE). These restricted shares will vest on an annual basis ratably over a three-year period or upon an earlier change-of-control of the Company or upon his death or disability, subject to forfeiture of unvested shares upon separation from the Company in certain circumstances.

A copy of the press release regarding the promotion of Mr. Kendall is filed as Exhibit 99.1 hereto.

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
99.1*	Denbury Press Release, dated October 3, 2016.

*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: October 6, 2016 By: /s/ James S. Matthews
James S. Matthews
Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Denbury Press Release, dated October 3, 2016.