

Edgar Filing: DENBURY RESOURCES INC - Form S-8

DENBURY RESOURCES INC
Form S-8
June 18, 2003

As filed with the Securities and Exchange Commission on June 18, 2003
Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)

75-2815171
(I.R.S. Employer
Identification No.)

5100 TENNYSON PARKWAY, SUITE 3000
PLANO, TEXAS
(Address of principal executive offices)

75024
(Zip Code)

DENBURY RESOURCES INC. STOCK OPTION PLAN
(Full title of the plans)

PHIL RYKHOEK
SR. VP AND CHIEF FINANCIAL OFFICER
DENBURY RESOURCES INC.
5100 TENNYSON PARKWAY, SUITE 3000
PLANO, TEXAS 75024
(972) 673-2000
(Name, address and telephone number
including area code of agent for service)

COPY TO:
DONALD BRODSKY
DEIDRE SHEARER
JENKENS & GILCHRIST,
A PROFESSIONAL CORPORATION
1100 LOUISIANA, SUITE 1800
HOUSTON, TEXAS 77002
(713) 951-3300

CALCULATION OF REGISTRATION FEE

TITLE OF CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3) (4)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3) (4)
Common Stock, \$.001 par value	850,000	\$ 12.975	\$ 11,028,750

(1) The securities to be registered are 850,000 additional shares reserved for issuance under the Registrant's Stock Option Plan (the "Plan").

(2) Pursuant to Rule 416, this Registration Statement is deemed to include additional shares of Common Stock issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or

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similar transaction.

(3) Estimated solely for the purpose of calculating the registration fee.

(4) Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of Common Stock offered hereunder pursuant to the Plans is a weighted average price based on 850,000 shares of Common Stock reserved for issuance under the Plans that are not currently subject to outstanding stock options, at a price per share of \$12.975, which is the average of the highest and lowest selling price per share of Common Stock by the New York Stock Exchange on June 13, 2003.

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, with respect to the registration of additional securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective, Denbury Resources Inc. (the "Company") hereby incorporates herein the contents of its earlier effective Registration Statements pertaining to shares of the Company's common stock to be issued pursuant to the Company's Stock Option Plan (Registration Nos. 333-1006, 333-27995, 333-55999, 333-70485, 333-63198 and 333-90398) by this reference and hereby deems such contents to be a part hereof, except as otherwise updated or modified in this filing as noted herein.

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 -----
5	Opinion of Jenkens & Gilchrist, A Professional Corporation
15	Letter from independent accountants as to unaudited condensed interim financial information
23	Consent of Deloitte & Touche LLP
99	Denbury Resources Inc. Amended and Restated Stock Option Plan

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 June 18, 2003:

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DENBURY RESOURCES INC.

By: /s/ Phil Rykhoek

Phil Rykhoek
Sr. V. P and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Gareth Roberts and Phil Rykhoek, and each of them, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his substitutes may lawfully do or cause to be done by virtue hereof.

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.

SIGNATURE -----	CAPACITY -----
/s/ Ronald G. Greene ----- Ronald G. Greene	Chairman of the Board of Directors
/s/ Gareth Roberts ----- Gareth Roberts	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Phil Rykhoek ----- Phil Rykhoek	Sr. Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Mark C. Allen ----- Mark C. Allen	Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ David I. Heather ----- David I. Heather	Director
/s/ Wieland F. Wettstein ----- Wieland F. Wettstein	Director
/s/ David B. Miller ----- David B. Miller	Director

INDEX TO EXHIBITS

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