

ENCORE ACQUISITION CO

Form 425

March 04, 2010

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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): March 3, 2010  
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: (972) 673-2000  
N/A

(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 8.01. Other Events.**

Denbury Resources Inc. (the Company ) is hereby filing portions of the Form 10-K of Encore Acquisition Company ( Encore ) for the year ended December 31, 2009 to accommodate their incorporation by reference into Denbury s existing and future registration statements on Form S-3 and S-8 (the Registration Statements ):

- (i) Consent of Ernst & Young LLP, independent public accounting firm for Encore, attached as Exhibit 23.1;
- (ii) Consent of Miller and Lents, Ltd., independent petroleum engineering firm for Encore, attached as Exhibit 23.2; and
- (iii) Items 1, 2 and 1A of Part I, and Items 5, 6, 7, 7A, 8 and 9A of Part II of Encore s Form 10-K for the year ended December 31, 2009, filed with the SEC on February 25, 2010, attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibits are filed or furnished in accordance with the provisions of Item 601 of Regulation S-K:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
23.1	Consent of Ernst & Young LLP, independent public accounting firm.
23.2	Consent of Miller and Lents, Ltd., independent petroleum engineering firm.
99.1	Items 1, 2 and 1A of Part I, and Items 5, 6, 7, 7A, 8 and 9A of Part II of Encore s Form 10-K for the year ended December 31, 2009.

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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: March 3, 2010

By: /s/ Alan Rhoades

Alan Rhoades

Vice President Accounting

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