

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:

Exhibit Number	Description of Exhibit
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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