



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 December 15, 2016, Wieland F. Wettstein, a member of the Board of Directors (the “Board”) of Denbury Resources Inc. (the “Company”), notified the Company that he intends to retire from his directorship and will not stand for re-election to the Board at the Company’s upcoming annual meeting of stockholders in May 2017 (the “Annual Meeting”). Mr. Wettstein was a founding stockholder of the Company, has been a member of the Board since the Company’s inception in 1990 and served as Chairman of the Board from May 2008 to March 2016 when the Board selected John P. Dielwart to succeed Mr. Wettstein as part of the Company’s succession planning process. Mr. Wettstein is currently a member of the Audit Committee and Risk Committee of the Board and will remain on the Board until the Annual Meeting to further facilitate a smooth and orderly transition of duties. The Board currently plans on replacing Mr. Wettstein with the addition of a new director.

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: December 21, 2016 By: /s/ James S. Matthews  
James S. Matthews

Senior Vice President, General Counsel and Secretary