

Edgar Filing: DENBURY RESOURCES INC - Form SC 13D/A

DENBURY RESOURCES INC

Form SC 13D/A

March 30, 2004

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

Denbury Resources Inc.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

24791620

-----  
(CUSIP Number)

Richard A. Ekleberry  
Texas Pacific Group  
301 Commerce Street, Suite 3300  
Fort Worth, TX 76102  
(817) 871-4000

With a copy to:

Janet Fisher, Esq.  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

March 22, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1746 (11-02)

CUSIP No. 24791620

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TPG Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐  
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 -- Contributions of Partners

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
- 0 -

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
- 0 -

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

- 0.0 %-

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 24791620

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TPG Parallel I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_|  
(b) |X|

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 -- Contributions of Partners

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |\_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
- 0 -

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
- 0 -

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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-0.0%-

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 24791620

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TPG Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐  
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 -- Contributions of Partners

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
- 0 -

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON

8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
- 0 -

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

- 0.0% -

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 24791620

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  TPG Parallel II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*  00 -- Contributions of Partners	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	7	SOLE VOTING POWER - 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  - 0.0%-	
14	TYPE OF REPORTING PERSON*  PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 24791620

SCHEDULE 13D

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TPG Investors II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐  
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00 -- Contributions of Partners

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
-0.0%-

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 24791620

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
TPG 1999 Equity Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☐  
(b) ☒

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3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00 -- Contributions of Partners	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		- 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		- 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.0%	
14	TYPE OF REPORTING PERSON*	
	PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), TPG Partners, L.P. ("TPG"), TPG Parallel I, L.P. ("Parallel"), TPG Partners II, L.P. ("TPG II"), TPG Parallel II, L.P. ("Parallel II"), TPG Investors II, L.P. ("Investors II") and TPG 1999 Equity Partners II, L.P. ("Equity Partners II") hereby amend their statement on Schedule 13D, dated December 29, 1995, as heretofore amended (the "Schedule 13D"), relating to the common stock, par value \$.001 per share ("Common Shares"), of Denbury Resources Inc. (the "Issuer"). For purposes of this Amendment No. 10 to the Schedule 13D and any subsequent amendment (unless otherwise defined therein), the term "Reporting Persons" means TPG, Parallel, TPG II, Parallel II, Investors II and Equity Partners II. Unless otherwise indicated, all other defined terms used herein shall have the same meanings ascribed to them in the Schedule 13D.

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### Item 4. Purpose of Transaction.

Item 4 is hereby amended by inserting the following prior to the last paragraph thereof:

On March 22, 2004, the Issuer and the Reporting Persons entered into an underwriting agreement (the "March 2004 Underwriting Agreement") with Lehman Brothers Inc., as underwriter (the "Underwriter"). Pursuant to the March 2004 Underwriting Agreement, and under a registration statement of the Issuer on Form S-3 (File No. 333-107676) and amendments thereto filed with the Securities and Exchange Commission, the Reporting Persons sold to the Underwriter an aggregate of 9,274,314 Common Shares at a price of \$15.02 per share. Under the terms of the March 2004 Underwriting Agreement, the following numbers of Common Shares were sold by each of the Reporting Persons:

- o TPG: 2,696,861 Common Shares.
- o Parallel: 268,762 Common Shares.
- o TPG II: 5,375,140 Common Shares.
- o Parallel II: 366,813 Common Shares.
- o Investors II: 560,682 Common Shares.
- o Equity Partners II: 6,056 Common Shares.

### Item 5. Interest in Securities of the Issuer.

Item 5 (a) is hereby amended and restated in its entirety to read as follows:

(a) As of March 22, 2004, the aggregate number and percentage of Common Shares (based on 54,460,365 shares outstanding) beneficially owned by each of the Reporting Persons, Advisors, Advisors II, GenPar and GenPar II are 0.

Item 5(b) is hereby amended and restated in its entirety to read as follows:

(b) As of March 22, 2004, the number of Common Shares as to which each of the Reporting Persons, Advisors, Advisors II, GenPar and GenPar II has sole or shared power to vote or direct the vote or sole or shared power to dispose or direct the disposition is 0.

Item 5(c) is hereby amended by adding the following prior to the last paragraph thereof:

As more fully set forth in Item 4 herein, on March 22, 2004 the Reporting Persons sold an aggregate of 9,274,314 Common Shares at a price of \$15.02 per share. As a result of this transaction, the aggregate Common Share ownership of the Reporting Persons is 0.0% of the outstanding Common Shares.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Shares on March 22, 2004.

### Item 7. Material to Be Filed as Exhibits.

Exhibit 10.12 Underwriting Agreement, dated as of March 22, 2004, among Denbury Resources Inc., TPG Partners, L.P., TPG Parallel I,



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L.P., TPG Partners II, L.P., TPG Parallel II, L.P., TPG Investors II, L.P., TPG 1999 Equity Partners II, L.P. and Lehman Brothers Inc.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG Partners, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG PARTNERS, L.P.

By: TPG GenPar, L.P., General Partner

By: TPG Advisors, Inc.,  
General Partner

By: -----  
Richard A. Ekleberry  
Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG Parallel I, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG PARALLEL I, L.P.

By: TPG GenPar, L.P., General Partner

By: TPG Advisors, Inc.,  
General Partner

By: -----  
Richard A. Ekleberry  
Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG Partners II, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG PARTNERS II, L.P.

By: TPG GenPar II, L.P.,  
General Partner

By: TPG Advisors II, Inc.,  
General Partner

By: -----

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Richard A. Ekleberry  
Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG Parallel II, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG PARALLEL II, L.P.

By: TPG GenPar II, L.P.,  
General Partner

By: TPG Advisors II, Inc.,  
General Partner

By: -----  
Richard A. Ekleberry  
Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG Investors II, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG INVESTORS II, L.P.

By: TPG GenPar II, L.P.,  
General Partner

By: TPG Advisors II, Inc.,  
General Partner

By: -----  
Richard A. Ekleberry  
Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to TPG 1999 Equity Partners II, L.P. is true, complete and correct.

Dated: March 29, 2004

TPG 199 EQUITY PARTNERS II, L.P.

By: TPG Advisors II, Inc.,  
General Partner

By: -----  
Richard A. Ekleberry  
Vice President

EXHIBIT INDEX

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Exhibit 10.12	Underwriting Agreement, dated as of March 22, 2004, among Denbury Resources Inc., TPG Partners, L.P., TPG Parallel I, _ L.P., TPG Partners II, L.P., TPG Parallel II, L.P., TPG Investors II, L.P., TPG 1999 Equity Partners II, L.P. and Lehman Brothers Inc.
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