

DENBURY RESOURCES INC

Form FWP

March 30, 2007

Filed Pursuant to Rule 433  
 March 29, 2007  
 Registration Statement  
 Nos. 333-141637 and 333-141675

**Issuer:** Denbury Resources Inc.  
**Security Description:** Senior Subordinated Notes Add-on  
**Distribution:** SEC Registered  
**Face:** \$150,000,000  
**Gross Proceeds:** \$150,750,000  
**Net Proceeds to Issuer (before expenses):** \$149,242,500  
**Coupon:** 7.500%  
**Maturity:** December 15, 2015  
**Offering Price (plus accrued interest from December 15, 2006)** 100.5% +2.25pts of accrued interest  
**Yield to Maturity:** 7.401%  
**Spread to Treasury:** +278bps  
**Benchmark:** UST 4% due 2/15/2015  
**Ratings:** B1/B+  
**Interest Pay Dates:** June 15 and December 15  
**Beginning:** June 15, 2007  
**Equity Clawback:** Up to 35% at 107.5%  
**Until:** December 15, 2008  
**Optional redemption:**

<b>On or after:</b>	<b>Price:</b>
December 15, 2010	103.750%
December 15, 2011	102.500%
December 15, 2012	101.250%
December 15, 2013 and thereafter	100.000%

**Change of control:** Put @ 101% of principal plus accrued interest  
**Trade Date:** March 29, 2007  
**Settlement Date:** (T+3) April 3, 2007  
**CUSIP:** 24823UAF5  
**ISIN:** US24823UAF57  
**Denominations:** 2,000x1,000  
**Bookrunner:** JPMorgan

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-270-3994.