

NORTHERN OIL & GAS, INC.  
Form 8-K  
June 26, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): June 20, 2018

NORTHERN OIL AND GAS, INC.

(Exact name of Registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 001-33999                | 95-3848122                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

601 Carlson Parkway, Suite 990  
Minnetonka, Minnesota 55305  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (952) 476-9800

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 (see General Instruction A.2. below):

- 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 (17CFR 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities.

On June 20, 2018, Northern Oil and Gas, Inc. (the “Company”) entered into an exchange agreement with a holder of the Company’s 8.00% senior notes due 2020 (the “Notes”).

Pursuant to the exchange agreement, the Company agreed to issue 3,338,020 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), in exchange for \$10,000,000 aggregate principal amount of the Notes. Subject to certain exceptions, the holder agreed to lock-up restrictions on these shares for approximately nine months. If at the end of the lock-up period the average closing price of the Common Stock during a specified period is below a certain price, the Company will be required to issue additional shares of Common Stock to the holder. The initial shares of Common Stock are expected to be issued on June 26, 2018.

The issuance of the shares of Common Stock in exchange for the Notes is being made in reliance on the exemption from registration provided in Section 3(a)(9) of the Securities Act of 1933, as amended.

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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 hereunto duly authorized.

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo

Date: June 26, 2018 Erik J. Romslo

Executive Vice President, General Counsel and Secretary