

NORTHERN OIL & GAS, INC.  
Form 8-K  
January 04, 2019

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): December 31, 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                      | 55305          |
| Minnetonka, Minnesota                               |                |
| (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 1.01. Entry into a Material Definitive Agreement.

On December 31, 2018, Northern Oil and Gas, Inc. (the “Company”) entered into an amendment (the “Amendment”) to its amended and restated credit agreement, dated October 5, 2018 (the “Credit Agreement”), governing the Company’s revolving credit facility with Royal Bank of Canada, as administrative agent, and the lenders party thereto. Pursuant to the Amendment, the Company will be permitted to redeem up to \$50 million of its 8.5% senior secured second lien notes due 2023, subject to compliance with certain conditions.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of the Amendment in this report is a summary and is qualified in its entirety by the terms of the Amendment.

Item 9.01. Financial Statements and Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| <u>10.1</u>    | First Amendment to Amended and Restated Credit Agreement, dated December 31, 2018, by and among Northern Oil and Gas, Inc., Royal Bank of Canada, and the Lenders party thereto. |

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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.

Date: January 4, 2019 By /s/ Erik J. Romslo  
Erik J. Romslo  
Executive Vice President, General Counsel and Secretary