

NORTHERN OIL & GAS, INC.
Form 8-K
June 20, 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 18, 2018

NORTHERN OIL AND GAS, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-33999 | 95-3848122 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer 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 3.02 Unregistered Sales of Equity Securities.

On June 18 and June 19, 2018, Northern Oil and Gas, Inc. (the “Company”) entered into two independent, separately negotiated exchange agreements with holders of the Company’s 8.00% senior notes due 2020 (the “Notes”).

Pursuant to the first agreement, the Company agreed to issue 1,012,652 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), in exchange for \$3,000,000 aggregate principal amount of the Notes. Subject to certain exceptions, the holder agreed to lock-up restrictions on these shares for 90 days. The holder is permitted to sell these shares after the lock-up period, subject to certain volume limitations, and if the average sales price of these shares 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 or about June 21, 2018.

Pursuant to the second agreement, the Company agreed to issue 6,582,018 shares of Common Stock, in exchange for \$19,807,000 aggregate principal amount of the Notes. Subject to certain exceptions, the holder agreed to lock-up restrictions on these shares until June 1, 2019. 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 or about June 25, 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.

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 20, 2018 Erik J. Romslo

Executive Vice President, General Counsel and Secretary