

NORTHERN OIL & GAS, INC.

Form 8-K

December 20, 2017

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 18, 2017

NORTHERN OIL AND GAS, INC.

(Exact name of Registrant as specified in its charter)

Minnesota

001-33999

95-3848122

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

601 Carlson Parkway, Suite 990

55305

Mnnetonka, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 18, 2017, Rich Weber resigned from the Board of Directors (the “Board”) of Northern Oil and Gas, Inc. (the “Company”) to allow him to focus his time on his responsibilities as Chairman and CEO of PennEnergy Resources. In connection therewith, the Board appointed current director Bahram Akradi as Lead Independent Director and a member of the Board’s Executive Committee. Mr. Akradi and the Executive Committee will provide leadership to help guide the Company on an ongoing basis.

Item 7.01. Regulation FD Disclosure.

On December 20, 2017, the Company issued a press release relating to the foregoing and certain other matters, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number Description

99.1 Press release of Northern Oil and Gas, Inc., dated December 20, 2017.

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: December 20, 2017 Erik J. Romslo

Executive Vice President, General Counsel and Secretary