

NORTHERN OIL & GAS, INC.  
Form 8-K  
December 06, 2007

**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) November 30, 2007**

**NORTHERN OIL AND GAS, INC.**

(Name of small business issuer in its charter)

|   |  |  |
|---|--|--|
| Nevada<br>(State or other jurisdiction of<br>incorporation) | 000-30955<br>(Commission File<br>Number) | 87-0645378<br>(IRS Employer Identification<br>No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 130 Lake Street West, Suite 300<br>Wayzata, MN<br>(Address of Principal Executive Offices) | 55391<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (952) 476-9800

Copies of Communications to:  
Adams, Monahan & Sankovitz, LLP  
Attention: James R. Sankovitz  
701 Xenia Avenue South, Suite 130  
Minneapolis, Minnesota 55416  
(763) 746-3496  
Fax (763) 746-2269

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:

- 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 (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

1

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## SECTION 1 - REGISTRANTS BUSINESS AND OPERATIONS

### Item 5.03 – Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 30, 2007, the Board of Directors amended certain provisions of the Company's existing Bylaws to permit the issuance of the Company's capital stock in uncertificated form, which the Company's Board of Directors deemed desirable to facilitate transfers of the Company's common stock through the Direct Registration System. The entire amendment to the Company's Bylaws is attached as Exhibit 99.1.

In light of previous amendments to the Company's Bylaws and the change of the Company's name during 2007, the Board of Directors also authorized the utilization of Amended and Restated Bylaws of the Company, which merely incorporate all amendments adopted by the Board of Directors and the Company's shareholders to-date, including those amendments adopted November 30, 2007. The Company's Amended and Restated Bylaws are attached as Exhibit 99.2.

### Item 5.05 – Amendments to the registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On November 30, 2007, the Board of Directors adopted a Code of Business Conduct and Ethics, to establish expectations with respect to the conduct of all executive and other officers, employees, independent contractors and agents of the Company while acting on the Company's behalf. In addition, and pursuant to Section 406 of the Sarbanes-Oxley Act of 2002, the Code of Business Conduct and Ethics adopted by the Company includes a financial code of ethics, by which the Company's President, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and/or Controller or, if no person holds any of such offices, the person or persons performing similar functions are expected to conduct themselves when carrying out their duties and responsibilities.

The Code of Business Conduct and Ethics is attached as Exhibit 99.3.

## SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 - Financial Statements and Exhibits

Exhibit 99.1 – Amendment to Bylaws of Northern Oil & Gas, Inc. dated November 30, 2007

Exhibit 99.2 – Amended and Restated Bylaws

Exhibit 99.3 – Northern Oil and Gas, Inc. Code of Business Conduct and Ethics, effective as of November 30, 2007

#### Exhibit

#### Number

#### Description

|      |   |
|------|---|
| 99.1 | Amendment to Bylaws of Northern Oil & Gas, Inc. dated November 30, 2007                           |
| 99.2 | Amended and Restated Bylaws   |
| 99.3 | Northern Oil and Gas, Inc. Code of Business Conduct and Ethics, effective as of November 30, 2007 |

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK;  
SIGNATURE PAGE FOLLOWS]



**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: December 4, 2007  
Michael Reger, Chief Executive Officer

By /s/ Michael Reger

