

NORTHERN OIL & GAS, INC.
Form 8-K
September 25, 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): September 21, 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 1.01 Entry into a Material Definitive Agreement.
Purchase Agreement

On September 21, 2018, Northern Oil and Gas, Inc. (the “Company”) entered into a purchase agreement (the “Purchase Agreement”) under which it agreed to sell \$350 million aggregate principal amount of its 8.50% Senior Secured Second Lien Notes due 2023 (the “Notes”) to RBC Capital Markets, LLC , as representative of the initial purchasers party thereto (the “Initial Purchasers”). The net proceeds from the offering, after deducting the Initial Purchasers’ discount and the estimated offering expenses payable by the Company, are expected to be approximately \$354.1 million. The Notes are “mirror notes” with substantially similar terms as the Company’s previously issued and currently outstanding 8.50% senior secured second lien notes due 2023. A copy of the Purchase Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of the Purchase Agreement in this report is a summary and is qualified in its entirety by the terms of the Purchase Agreement.

Item 9.01. Financial Statements and Exhibits.
(d) Exhibits.

| Exhibit Number | Description |
|-------------------|--|
| <u>10.1</u> | Purchase Agreement, dated as of September 21, 2018, by and between Northern Oil and Gas, Inc. and RBC Capital Markets, LLC, as representative of the initial purchasers named therein. |

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: September 25, 2018 Erik J. Romslo

Executive Vice President, General Counsel and Secretary