

# NORTHERN OIL & GAS, INC.

## FORM 8-K (Current report filing)

Filed 06/14/17 for the Period Ending 06/13/17

Address	601 CARLSON PKWY, SUITE 990 MINNETONKA, MN 55305
Telephone	952-476-9800
CIK	0001104485
Symbol	NOG
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**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 13, 2017

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**NORTHERN OIL AND GAS, INC.**

(Exact name of Registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction  
of incorporation)

**001-33999**

(Commission File Number)

**95-3848122**

(IRS Employer  
Identification No.)

**601 Carlson Parkway, Suite 990  
Minnetonka, Minnesota**

(Address of principal executive offices)

**55305**

(Zip Code)

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

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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.

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**Item 8.01. Other Items.**

On June 13, 2017, Northern Oil and Gas, Inc., a Minnesota corporation (the “Company”), issued a letter to Bahram Akradi, a shareholder of the Company, regarding the recent request by Mr. Akradi to join the board of directors of the Company.

The foregoing description of the letter does not purport to be complete and is subject to, and qualified in its entirety by, reference to the full text of the letter, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits .**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Letter from Northern Oil and Gas, Inc. to Bahram Akradi, dated June 13, 2017.

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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.

Date: June 13, 2017

**NORTHERN OIL AND GAS, INC.**

By /s/ Erik J. Romslo

Erik J. Romslo

*Executive Vice President, General Counsel and Secretary*

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## EXHIBIT INDEX

Exhibit Number	Description
99.1	Letter from Northern Oil and Gas, Inc. to Bahram Akradi, dated June 13, 2017.

**NORTHERN OIL AND GAS, INC.**  
**601 Carlson Pkwy, Suite 990**  
**Minnetonka, Minnesota 55305**

June 13, 2017

Bahram Akradi  
Life Time Fitness, Inc.  
2902 Corporate Place  
Chanhassen, Minnesota 55317  
BahramA@lifetimefitness.com

Dear Mr. Akradi:

Thank you for your interest in serving as a member of the board of directors (the "Board") of Northern Oil and Gas, Inc. We appreciate your interest in the Company's future opportunities and growth. The Board is similarly excited and optimistic about the Company's near and long term future and, along with our management team, is enthusiastic to take the necessary actions to drive shareholder value creation. The Board has determined that it is not appropriate to increase its size at this time. However, we look forward to continuing our work together to maximize value for all shareholders. As you may know, in the last year the Company has added two new directors, and at our recent 2017 annual meeting of shareholders all directors received at least 97.5% of votes cast in favor of their election.

The Board remains committed to value creation for our shareholders, especially in light of the challenges of operating in a lower commodity price environment. To that end, the Company continues to work with its financial advisor, Tudor, Pickering, Holt & Co. We are dedicated to positioning the Company to take advantage of opportunities for growth in an industry that is beginning to emerge from the worst commodity price correction in recent memory.

Very truly yours,



Richard Weber  
Chairman of the Board