

NORTHERN OIL & GAS, INC.

FORM 8-K (Current report filing)

Filed 10/11/17 for the Period Ending 10/11/17

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

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): October 11, 2017

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

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 (17 CFR 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 8.01. Other Items.

Northern Oil and Gas, Inc. (the "Company") is filing herewith the following exhibit to its Registration Statement on Form S-3 (Registration No. 333-205619):

1. Opinion of Faegre Baker Daniels LLP

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Faegre Baker Daniels LLP
23.1	Consent of Faegre Baker Daniels LLP (included in Exhibit 5.1)

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: October 11, 2017

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo

Erik J. Romslo

Executive Vice President, General Counsel and Secretary

October 11, 2017
Northern Oil and Gas, Inc.
601 Carlson Pkwy, Suite 900
Minnetonka, MN 55305

Ladies and Gentlemen:

We have acted as counsel to Northern Oil and Gas, Inc., a Minnesota corporation (the “Company”), in connection with the filing of a prospectus supplement dated October 11, 2017 (the “Prospectus Supplement”) to the prospectus dated July 24, 2015 (together, the “Prospectus”) relating to the issuance by the Company, pursuant to that certain Settlement Agreement and General Release dated September 25, 2017 (the “Settlement Agreement”), by and between the Company and Michael L. Reger, of 3,000,000 shares of the Company’s common stock, par value \$.001 per share (the “Securities”). The Prospectus forms a part of the Company’s registration statement on Form S-3 (No. 333-205619) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), which was declared effective by the Commission on July 24, 2015.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

Any Securities will be issued under the Amended and Restated Articles of Incorporation of the Company (as amended to the date hereof, the “Articles of Incorporation”) and issued pursuant to the Settlement Agreement (collectively with the Articles of Incorporation, the “Governing Documents”).

As counsel for the Company, we are familiar with the Articles of Incorporation and the By-Laws of the Company (as amended to the date hereof, the “Bylaws”), and we have reviewed (i) the Registration Statement, (ii) the Prospectus Supplement and Prospectus, (iii) the Settlement Agreement, and (iv) the proceedings taken by the Company in connection with the authorization of the Securities. We have also examined such corporate and other records, documents, agreements and instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinion hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company, without any independent verification thereof.

Based on the foregoing and subject to the other qualifications, assumptions and limitations set forth herein, we are of the opinion that the Securities have been duly authorized and, when issued in the manner and under the terms of the Settlement Agreement, will upon such issuance be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we have assumed the accuracy and truthfulness of all public records of the Company and of all certifications, documents and other proceedings examined by us that have been produced by officials of the Company acting within the scope of their official capacities, without verifying the accuracy or truthfulness of such representations, and the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. We express no opinion concerning any law other than the laws of the State of Minnesota and we express no opinion as to the effect of any other laws.

This opinion is rendered as of the date first written above and is expressly limited to the matters set forth above and to laws existing on the date hereof, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Securities, or the Governing Documents.

We hereby consent to the filing of this opinion as an exhibit to the current report on Form 8-K filed with the Commission on October 11, 2017 and to being named in the Prospectus Supplement under the caption “Legal Matters” with respect to the matters stated therein without implying or admitting that we are “experts” within the meaning of the Securities Act, or other rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this exhibit.

Very truly yours,

FAEGRE BAKER DANIELS LLP

By /s/ Joshua L. Colburn
Joshua L. Colburn, Partner