

NORTHERN OIL & GAS, INC.

Filed by
AKRADI BAHRAM

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 05/26/17

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO §240.13D-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO §240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 6)

NORTHERN OIL AND GAS, INC.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

665531 109
(CUSIP Number)

Bahram Akradi
4600 Kings Point Road
Minnestrista, MN 55331
(952) 229-7477

With a copy to:

Jay L. Swanson
Jonathan B. Abram
Dorsey & Whitney LLP
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402
(612) 340-2600

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 25, 2017
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Bahram Akradi
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC USE ONLY
(4)	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 6,000,000
	(8) SHARED VOTING POWER None
	(9) SOLE DISPOSITIVE POWER 6,000,000
	(10) SHARED DISPOSITIVE POWER None
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,000,000
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.47% ⁽¹⁾
(14)	TYPE OF REPORTING PERSON (See Instructions) IN

(1) Calculated based on 63,327,589 shares of Common Stock issued and outstanding as of May 1, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed on May 8, 2017 for the quarterly period ended March 31, 2017.

Item 1. Security and Issuer

This Amendment No. 6 amends and supplements the statement on Schedule 13D and Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5 to such statement filed by the Reporting Person (as defined below) with the Securities and Exchange Commission on October 11, 2016, March 10, 2017, April 20, 2017, May 8, 2017, May 25, 2017 and May 26, respectively, relating to the common stock, par value \$0.001 per share (the "Common Stock"), of Northern Oil and Gas, Inc., a Minnesota corporation (the "Issuer"). The principal executive offices of the Issuer are located at 315 Manitoba Avenue, Suite 200, Wayzata, MN 55391.

The Reporting Person beneficially owns 6,000,000 shares of the Common Stock (the "Subject Shares")⁽²⁾. The Subject Shares represent approximately 9.47% of the issued and outstanding shares of Common Stock based on 63,327,589 shares of Common Stock issued and outstanding as of May 1, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed on May 8, 2017 for the quarterly period ended March 31, 2017.

Item 2. Identity and Background

- (a) This Amendment No. 6 to the Schedule 13D is filed by Bahram Akradi (the "Reporting Person").
- (b) The Reporting Person's home address is 4600 Kings Point Road, Minnetrista, MN 55331.
- (c) The Reporting Person is Chairman of the Board, President and Chief Executive Officer of Life Time Fitness, Inc. ("Life Time"). Life Time is a privately held, comprehensive health and lifestyle company that offers a personalized and scientific approach to long-term health and wellness through its portfolio of distinctive resort-like destinations, athletic events and health services. Life Time, known as the "Healthy Way of Life Company," helps members achieve their goals with the support of a team of dedicated professionals and an array of proprietary health assessments. The address of Life Time's corporate offices is 2902 Corporate Place, Chanhassen, MN 55317.
- (d),(e) During the last five years, the Reporting Person (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) The Reporting Person is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Person funded the transactions pursuant to which he obtained beneficial ownership of the Subject Shares with the Reporting Person's own personal funds.

The Reporting Person has purchased the Subject Shares for aggregate consideration (including brokerage commissions) of \$20,338,919. The Reporting Person also has sold shares of Common Stock for aggregate consideration (including brokerage commissions) of \$2,209,269.

Item 4. Purpose of Transaction

Item 4 of the statement on Schedule 13D and Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5 thereto is hereby amended and supplemented by adding the following information at the end of Item 4.

On May 25, 2017, the Reporting Person sent a letter to the Board of Directors of the Issuer. The letter was attached as Exhibit C to Amendment No. 5 and was incorporated by reference in this Item 4 in its entirety. This Amendment No. 6 is being filed to highlight the contents of the letter which requests that the board of directors of the Issuer create a new board seat and appoint the Reporting Person as a director to fill the vacancy.

(2) Of the Subject Shares, 30,000 shares are owned indirectly by the Reporting Person through the 401(k) plan of Life Time Fitness, Inc.

Item 5. Interest in Securities of the Issuer

- (a), (b) Based on the Issuer's quarterly report on Form 10-Q for the quarterly period ended March 31, 2017 filed on May 8, 2017, there were 63,327,589 shares of the Common Stock issued and outstanding as of May 1, 2017.

Based on the foregoing, the 6,000,000 shares of Common Stock beneficially owned by the Reporting Person represent approximately 9.47% of the shares of the Common Stock issued and outstanding.

The Reporting Person has sole voting power and sole dispositive power with respect to the Subject Shares.

- (c) Exhibit A, which is incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in shares of the Common Stock that were effected in the past 60 days by the Reporting Person.
- (d) No other person is known to the Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to Be filed as Exhibits

Exhibit A Trading Data.*

Exhibit B Letter, dated May 25, 2017.*

Exhibit C Letter to Board of Directors, dated May 25, 2017.

* Previously filed

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 26, 2017



Bahram Akradi

EXHIBIT C

Board of Directors
c/o Richard Weber, Chairman
Northern Oil and Gas, Inc.
315 Manitoba Avenue
Suite 200
Wayzata, MN 55391

Re: Request to be placed on the Board of Directors

Dear Board of Directors:

I have expressed my belief that I am exceedingly optimistic about the future of Northern Oil and Gas, Inc. I also have expressed my willingness to be a positive force for change at Northern. In order to put actions behind my words, I am asking that the Board create a new board seat and appoint me as a director to fill the vacancy. As Northern's second largest shareholder, the author of a constructive action plan for the Company, and an experienced chief executive officer, I believe I am uniquely qualified to help build shareholder value for all Northern shareholders.

I look forward to your prompt attention to this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Bahram Akradi", is written over a light blue circular stamp.

Bahram Akradi
