

NORTHERN OIL & GAS, INC.  
Form 8-K  
October 22, 2015

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): October 21, 2015

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NORTHERN OIL AND GAS, INC.  
(Exact name of Registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Minnesota<br>(State or other jurisdiction<br>of incorporation)                                    | 001-33999<br>(Commission File Number) | 95-3848122<br>(IRS Employer<br>Identification No.) |
| 315 Manitoba Avenue – Suite 200<br>Wayzata, Minnesota<br>(Address of principal executive offices) |                                       | 55391<br>(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))



Item 1.01. Entry into a Material Definitive Agreement.

On October 21, 2015, Northern Oil and Gas, Inc. (the “Company”) entered into an amendment (the “Amendment”) to its third amended and restated credit agreement, dated February 28, 2012, as amended (the “Credit Agreement”), governing the Company’s revolving credit facility with Royal Bank of Canada, as Administrative Agent, and the lenders party thereto. Pursuant to the Amendment, the Company’s borrowing base under the credit facility has been reaffirmed at the existing \$550 million level. The next redetermination of the borrowing base is scheduled for April 1, 2016.

The Amendment is included as exhibit 10.1 to this Form 8-K, and the foregoing description of the material terms of the Amendment is qualified by reference to such exhibit.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 7.01. Regulation FD Disclosure.

On October 22, 2015, the Company issued a press release regarding the credit facility Amendment and borrowing base redetermination, a copy of which is furnished as exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |   |
|------|---|
| 10.1 | Seventh Amendment to Third Amended and Restated Credit Agreement, dated October 21, 2015, by and among Northern Oil and Gas, Inc., Royal Bank of Canada, and the Lenders party thereto. |
| 99.1 | Press release of Northern Oil and Gas, Inc., dated October 22, 2015.  |

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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: October 22, 2015

NORTHERN OIL AND GAS, INC.

B y / s / E r i k J .  
Romslo

Erik J. Romslo

Executive Vice President, General Counsel and  
Secretary

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EXHIBIT INDEX

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