

NORTHERN OIL & GAS, INC.  
Form 8-K  
May 07, 2012

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): May 7, 2012

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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 2.02 – Results of Operations and Financial Condition.

On May 7, 2012, Northern Oil and Gas, Inc. issued a press release regarding its financial and operating results for the first quarter of 2012. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 8.01 – Other Events.

On May 7, 2012, Northern Oil and Gas, Inc. issued a press release regarding its anticipated offering of senior notes. A copy of the press release is filed as Exhibit 99.2 hereto.

Item 9.01 – Financial Statements and Exhibits.

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | Press release of Northern Oil and Gas, Inc., dated May 7, 2012 (regarding first quarter results).             |
| 99.2              | Press release of Northern Oil and Gas, Inc., dated May 7, 2012 (regarding anticipated senior notes offering). |

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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: May 7, 2012

NORTHERN OIL AND GAS, INC.

By/s/ Erik J. Romslo

Erik J. Romslo

Vice President, General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Press release of Northern Oil and Gas, Inc., dated May 7, 2012, regarding first quarter results.             |
| 99.2           | Press release of Northern Oil and Gas, Inc., dated May 7, 2012, regarding anticipated senior notes offering. |

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