

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): September 2, 2020

NORTHERN OIL AND GAS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	NOG	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 7.01. Regulation FD Disclosure.

On September 2, 2020, the Company issued a press release relating to its planned reverse stock split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of Northern Oil and Gas, Inc., dated September 2, 2020.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: September 2, 2020

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo
Erik J. Romslo
Chief Legal Officer and Secretary

Northern Oil and Gas, Inc. Announces 1-for-10 Reverse Stock Split

MINNEAPOLIS – (BUSINESS WIRE) – September 2, 2020 – Northern Oil and Gas, Inc. (NYSE American: NOG) (“Northern” or the “Company”) today announced a 1-for-10 reverse split of its common stock. Beginning on September 21, 2020, the Company’s common stock will trade on the NYSE American on a split-adjusted basis.

At the Company’s special meeting of stockholders on August 17, 2020, the Company’s stockholders authorized the Board of Directors to effect the reverse stock split, with 95% of the shares that voted approving the reverse stock split.

When the reverse stock split becomes effective, the number of authorized shares of the Company’s common stock will decrease to 135.0 million, while the number of issued and outstanding shares will be reduced from approximately 436.4 million to approximately 43.6 million (based on shares outstanding as of August 31, 2020). No fractional shares will be issued following the reverse stock split. In lieu of any fractional shares, any holder of less than one share of common stock will be entitled to receive cash for such holder’s fractional share. The reverse stock split will not impact the authorized number of shares of preferred stock of the Company.

The Company’s common stock will continue to trade on the NYSE American under the symbol “NOG.” The new CUSIP number for the common stock following the reverse stock split is 665531 307.

Registered stockholders holding all of their shares of common stock electronically in book-entry form do not need to take any action in connection with the reverse stock split. For those stockholders holding physical stock certificates, the Company’s transfer agent, EQ Shareowner Services, will send instructions offering holders the option to surrender such stockholders’ current certificates. Any stockholders that submit their certificates representing pre-split shares of common stock will have the option to (i) receive a stock certificate representing their post-split shares of common stock or (ii) have their post-split shares held electronically in book entry form.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 8, 2020, a copy of which is also available at www.sec.gov or at www.northernoil.com under the SEC Filings tab located on the Investors page.

ABOUT NORTHERN OIL AND GAS

Northern Oil and Gas, Inc. is a company with a primary strategy of investing in non-operated minority working and mineral interests in oil & gas properties, with a core area of focus in the Williston Basin Bakken and Three Forks play in North Dakota and Montana. More information about Northern Oil and Gas, Inc. can be found at www.northernoil.com.

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