

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 18, 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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this report is incorporated herein by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, on September 2, 2020, the Board of Directors of Northern Oil and Gas, Inc. (the “Company”) approved a 1-for-10 reverse stock split of the Company’s issued and outstanding shares of common stock (the “Reverse Split”). On September 18, 2020, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect the Reverse Split and the Certificate of Amendment became effective at 11:59 p.m., eastern time, on the same date. The Company’s common stock began trading on a split-adjusted basis when the market opened on September 21, 2020.

As a result of the Reverse Split, every 10 shares of the Company’s issued and outstanding common stock automatically converted into one share of common stock, without any change in the par value per share. A total of 44,664,033 shares of common stock were issued and outstanding immediately after the Reverse Split became effective on September 18, 2020. No fractional shares were outstanding following the Reverse Split. In lieu of any fractional share, any holder of less than one share of common stock will receive cash for such holder’s fractional share. As previously approved by the Company’s stockholders and in accordance with the Certificate of Amendment, the number of authorized shares of the Company’s common stock was reduced to 135,000,000 shares.

Neither the Reverse Split nor the Certificate of Amendment affected the number of authorized or issued and outstanding shares of the Company’s preferred stock. As a result of the Reverse Split, the conversion rate for the Company’s outstanding Series A Preferred Stock was automatically decreased to 4.363 shares of common stock for each share of Series A Preferred Stock (previously it was 43.63 shares of common stock).

In addition, effective as of the same time as the Reverse Split, the Compensation Committee of the Company’s Board of Directors reduced the number of shares of common stock available for issuance under the Company’s equity compensation plans in proportion to the Reverse Split ratio. Upon effectiveness, the Reverse Split also resulted in reductions in the number of shares of common stock issuable upon exercise or vesting of equity awards in proportion to the Reverse Split ratio and caused a proportionate increase in share-based performance criteria, if any, applicable to such awards.

The Company’s common stock will continue to trade on the NYSE American under the symbol “NOG.” The new CUSIP number for common stock following the Reverse Split is 665531307. Equinity Trust Company, the Company’s transfer agent, is acting as the exchange agent for the Reverse Split.

For more information about the Reverse Split, see the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 8, 2020. The text of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Northern Oil and Gas, Inc.
104	The cover page from this Current Report on Form 8-K, formatted in 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 24, 2020

NORTHERN OIL AND GAS, INC.

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

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
NORTHERN OIL AND GAS, INC.**

The undersigned, Erik J. Romslo, Chief Legal Officer and Secretary of Northern Oil and Gas, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: The name of the Corporation is Northern Oil and Gas, Inc.

SECOND: This Amendment (the "Amendment") to the Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was duly adopted in accordance with the provisions of Section 242 of the DGCL. The Board of Directors of the Corporation has duly adopted resolutions setting forth and declaring advisable this Amendment and the holders of a majority of the outstanding stock of the Corporation entitled to vote at the meeting of the stockholders called and held upon notice in accordance with Section 222 of the DGCL for the purpose of voting on the Amendment have voted in favor of this Amendment.

THIRD: The Certificate of Incorporation is hereby amended by amending and restating Section 1 of Article Four to be and read as follows:

"Section 1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation has authority to issue is 140,000,000 shares, consisting of:

- (a) 5,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"); and
- (b) 135,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock").

The Preferred Stock and the Common Stock shall have the rights, preferences and limitations set forth below."

The foregoing amendment shall be effective as of 11:59 p.m. eastern time on September 18, 2020. Each ten shares of the Common Stock issued and outstanding on the effective date of this Amendment shall automatically be combined into one validly issued, fully paid and non-assessable share of Common Stock, without any action by the holder thereof, subject to the treatment of fractional interests as described below (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock, in an amount equal to the proceeds attributable to the sale of such fractional interest following the aggregation and sale by the Corporation's transfer agent of all fractional shares otherwise issuable. Each certificate that prior to such combination represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned has executed this amendment on behalf of the Corporation and has attested such execution and does verify and affirm, under penalty of perjury, that this amendment is the act and deed of the Corporation and that the facts stated herein are true as of this 18th day of September, 2020.

NORTHERN OIL AND GAS, INC.

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

[Signature Page to Certificate of Amendment]