

NORTHERN OIL & GAS, INC.
Form 8-K
May 15, 2012

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): May 15, 2012

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

| | | |
|---|---------------------------------------|--|
| Minnesota (State or other jurisdiction of incorporation) | 001-33999 (Commission File Number) | 95-3848122 (IRS Employer Identification No.) |
| 315 Manitoba Avenue – Suite 200 Wayzata, Minnesota (Address of principal executive offices) | | 55391 (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 (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 8.01 – Other Events.

On May 15, 2012, Northern Oil and Gas, Inc. issued a press release regarding the pricing of its private offering of senior notes. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01 – Financial Statements and Exhibits.

| Exhibit | Description |
|---------|--|
| Number | |
| 99.1 | Press release of Northern Oil and Gas, Inc., dated May 15, 2012. |

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 15, 2012

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo

Erik J. Romslo

Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press release of Northern Oil and Gas, Inc., dated May 15, 2012. |
