

NORTHERN OIL & GAS, INC.

Form 10-K/A

March 02, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A  
(Amendment No.1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-33999

\_\_\_\_\_

NORTHERN OIL AND GAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation or  
Organization)

95-3848122

(I.R.S. Employer Identification No.)

315 Manitoba Avenue – Suite 200, Wayzata, Minnesota 55391

(Address of Principal Executive Offices) (Zip Code)

952-476-9800

(Registrant's Telephone Number, Including Area Code)

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

| Title of Each Class             | Name of Each Exchange On Which Registered |
|---------------------------------|---|
| Common Stock, \$0.001 par value | NYSE Amex Equities Market                 |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|   |  |  |   |
|---|--|--|---|
| Large Accelerated<br>Filer <input type="checkbox"/> | Accelerated Filer <input type="checkbox"/> | Non-Accelerated Filer <input type="checkbox"/>   | Smaller Reporting<br>Company <input type="checkbox"/> |
|   |  | (Do not check if a smaller<br>reporting company) |   |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter (based on the closing sale price as reported by the NYSE Amex Equities Market) was approximately \$1.296 billion.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of February 15, 2012, the registrant had 63,481,852 shares of common stock issued and outstanding.

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EXPLANATORY NOTE

The sole purpose of this Amendment No.1 (the “Amended Filing”) to the Registrant’s Annual Report on Form 10-K for the period ended December 31, 2011, filed with the Securities and Exchange Commission on February 29, 2012 (the “Original Filing”), is to submit the Interactive Data File exhibits required by Item 601(b) (101) of Regulation S-K.

No other information included in the Original Filing is being amended by this Amended Filing. Those sections of the Original Filing that are unaffected by the Amended Filing are not included herein. The Amended Filing continues to speak as of the date of the Original Filing and we have not updated the filing to reflect events occurring subsequently to the date of the Original Filing. Accordingly, this Amended Filing should be read in conjunction with our filings made with the SEC subsequent to the filing of the Original Filing.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NORTHERN OIL AND GAS, INC.

Date: March 2, 2012

By: /s/ Michael L. Reger  
 Michael L. Reger  
 Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated:

| Signature                                | Title   | Date          |
|--|---|---------------|
| /s/ Michael L. Reger<br>Michael L. Reger | Chief Executive Officer, Chairman and Director  | March 2, 2012 |
| /s/ Thomas W. Stoelk<br>Thomas W. Stoelk | Chief Financial Officer, Principal Financial Officer,<br>Principal Accounting Officer | March 2, 2012 |
| *<br>Loren J. O'Toole                    | Director  | March 2, 2012 |
| *<br>Richard Weber                       | Director  | March 2, 2012 |
| *<br>Jack King                           | Director  | March 2, 2012 |
| *<br>Robert Grabb                        | Director  | March 2, 2012 |
| *<br>Lisa Bromiley Meier                 | Director  | March 2, 2012 |
| *<br>Delos Cy Jamison                    | Director  | March 2, 2012 |

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\* Michael L. Reger, by signing his name hereto, does hereby sign this document on behalf of the above-named directors of the Registrant pursuant to powers of attorney duly executed by such persons.

By: /s/ Michael L. Reger  
Michael L. Reger  
Attorney-in-Fact

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## Exhibit Index

| Exhibit No. | Description  | Method of Filing          |
|-------------|--|---------------------------|
| 24.1        | Powers of Attorney*                                    | Incorporated by Reference |
| 101.INS     | XBRL Instance Document                                 | Furnished Electronically  |
| 101.SCH     | XBRL Taxonomy Extension Schema Document                | Furnished Electronically  |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase Document  | Furnished Electronically  |
| 101.DEF     | XBRL Taxonomy Extension Definition Linkbase Document   | Furnished Electronically  |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase Document        | Furnished Electronically  |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase Document | Furnished Electronically  |

\* Filed with the Original Filing.



