

NORTHERN OIL & GAS, INC.  
Form S-8 POS  
October 23, 2018

As filed with the Securities and Exchange Commission on October 23, 2018.

Registration No. 333-212929

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE**  
**AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**NORTHERN OIL AND GAS, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**95-3848122**  
**(I.R.S. Employer**  
**Identification No.)**

**601 Carlson Parkway, Suite 990**

**Minnetonka, Minnesota**  
**(Address of Principal Executive Offices)**

**55391**  
**(Zip Code)**

**Northern Oil and Gas, Inc. 2013 Incentive Plan**

**(As amended through May 26, 2016)**

**(Full Title of the Plan)**

**Erik J. Romslo**

**General Counsel and Secretary**

**601 Carlson Pkwy Suite 990**

**Minnetonka, Minnesota 55305**

**(Name and address of agent for service)**

**(952) 476-9800**

**(Telephone number, including area code, of agent for service)**

*With copies to:*

**Joshua L. Colburn**

**Faegre Baker Daniels LLP**

**2200 Wells Fargo Center**

**90 South Seventh Street**

**Minneapolis, Minnesota 55402-3901**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

### EXPLANATORY NOTE

The Registrant is filing this Post-Effective Amendment No. 2 to Form S-8 to deregister certain securities originally registered by the Registrant pursuant to its registration statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on August 5, 2016 (Registration Statement No. 333-212929), as amended by Post-Effective Amendment No. 1, dated May 16, 2018 (the Prior Registration Statement) with respect to shares of the Registrant's common stock, par value \$0.001 per share (Common Stock), thereby registered for offer or sale pursuant to the Northern Oil and Gas, Inc. 2013 Incentive Plan (the 2013 Plan). The Registrant registered a total of 1,600,000 shares of Common Stock under the Prior Registration Statement.

The Registrant has since adopted a new incentive plan, the Northern Oil and Gas, Inc. 2018 Equity Incentive Plan (the 2018 Plan), which replaces the 2013 Plan as of August 23, 2018 (the Effective Date), the date the Registrant's shareholders approved the 2018 Plan. No future awards will be made under the 2013 Plan. According to the terms of the 2018 Plan, the 769,775 shares of Common Stock (the Carryover Shares) that remained available for grant under the 2013 Plan as of August 23, 2018 are available for issuance under the 2018 Plan. The Carryover Shares are hereby deregistered under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to Form S-8 Registration Statement, the Registrant is filing a new Registration Statement on Form S-8 (the New Registration Statement) to register (a) the shares of Common Stock now available for offer or sale pursuant to the 2018 Plan and (b) up to 3,222,727 shares of Common Stock which were subject to outstanding awards under the 2013 Plan as of the Effective Date and will be available for issuance for future awards under the 2018 Plan to the extent that, on or after the Effective Date, such awards expire, are cancelled, are forfeited or are settled for cash. From time to time, the Registrant may file additional post-effective amendments to the Prior Registration Statement to deregister and transfer such shares to the New Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on October 23, 2018.

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo  
Erik J. Romslo

*Executive Vice President, General Counsel  
and Secretary*

**POWER OF ATTORNEY**

Each person whose signature appears below also constitutes and appoints Brandon Elliott and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933 this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities indicated on October 23, 2018:

<b>Signature</b>	<b>Title</b>
/s/ Brandon Elliott	Chief Executive Officer, Principal Executive Officer
Brandon Elliott	
/s/ Nicholas O Grady	Chief Financial Officer, Principal Financial Officer
Nicholas O Grady	
/s/ Chad Allen	Chief Accounting Officer, Principal Accounting Officer
Chad Allen	
/s/ Bahram Akradi	Director
Bahram Akradi	

/s/ Jack King Director

Jack King

/s/ Robert Grabb Director

Robert Grabb

/s/ Lisa Bromiley Director

Lisa Bromiley

<b>Signature</b>	<b>Title</b>
/s/ Joseph Lenz	Director
Joseph Lenz	
/s/ Michael Frantz	Director
Michael Frantz	
/s/ Michael Popejoy	Director
Michael Popejoy	
/s/ Roy Easley	Director
Roy Easley	