

NORTHERN OIL & GAS, INC.  
Form 8-K  
May 28, 2015

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

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FORM 8-K

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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 28, 2015

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

|  |                                       |  |
|--|---------------------------------------|--|
| Minnesota<br>(State or other jurisdiction<br>of incorporation) | 001-33999<br>(Commission File Number) | 95-3848122<br>(IRS Employer<br>Identification No.) |
|--|---------------------------------------|--|

|   |                     |
|---|---------------------|
| 315 Manitoba Avenue – Suite 200<br>Wayzata, Minnesota<br>(Address of principal executive offices) | 55391<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (952) 476-9800

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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 5.07 – Submission of Matters to a Vote of Security Holders

At the 2015 Annual Meeting of Shareholders of Northern Oil and Gas, Inc. (the “Company”) held on May 28, 2015, the shareholders voted on the following:

Proposal One – Election of Directors

The following directors were elected based on the votes listed below:

| Director Nominee | For        | Withheld | Broker Non-Votes |
|------------------|------------|----------|------------------|
| Michael Reger    | 41,715,779 | 324,263  | 11,779,261       |
| Lisa Bromiley    | 41,740,856 | 299,186  | 11,779,261       |
| Robert Grabb     | 41,742,150 | 297,892  | 11,779,261       |
| Delos Cy Jamison | 41,858,585 | 181,457  | 11,779,261       |
| Jack King        | 41,728,288 | 311,754  | 11,779,261       |
| Richard Weber    | 41,860,945 | 179,097  | 11,779,261       |

Proposal Two – Ratification of the Appointment of Grant Thornton LLP as our Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2015

The shareholders ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015, based on the votes listed below:

| For        | Against | Abstain |
|------------|---------|---------|
| 53,633,102 | 146,546 | 39,655  |

Proposal Three – Approve an Amendment to the 2013 Incentive Plan

The shareholders approved an amendment to the 2013 Incentive Plan, based on the votes listed below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 41,309,476 | 581,155 | 149,411 | 11,779,261       |

Proposal Four – Nonbinding Advisory Vote to Approve the Compensation of the Named Executive Officers

The shareholders approved, on an advisory basis, the compensation of the Company’s executive officers as disclosed in the proxy statement distributed in connection with the 2015 Annual Meeting of Shareholders, based on the votes listed below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 41,033,088 | 855,153 | 151,801 | 11,779,261       |

The above proposals submitted to vote of security holders at the 2015 Annual Meeting of Shareholders are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2015.



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 28, 2015

NORTHERN OIL AND GAS, INC.

By /s/ Erik J. Romslo

Erik J. Romslo

Executive Vice President, General Counsel and  
Secretary