

NORTHERN OIL & GAS, INC.  
Form S-8 POS  
July 02, 2010

As filed with the Securities and Exchange Act on July 2, 2010

Registration No. 333-160602  
333-148333

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

POST-EFFECTIVE  
AMENDMENT NO. 1  
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)

**Minnesota**  
(State or other Jurisdiction of Incorporation or Organization)

**95-3848122**  
(I.R.S. Employer Identification Number)

**315 Manitoba Avenue, Suite 200**  
**Wayzata, Minnesota 55391**  
**(952) 476-9800**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Northern Oil and Gas, Inc. 2009 Equity Incentive Plan**  
**Northern Oil and Gas, Inc. Incentive Stock Option Plan**  
(Full title of the plan)

\* See explanatory note on following page

**Michael Reger**  
**Chief Executive Officer**  
**315 Manitoba Avenue, Suite 200**  
**Wayzata, Minnesota 55391**  
**(952) 476-9800**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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 and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
 Non-Accelerated filer   
 (Do not check if a smaller reporting company)

Accelerated filer   
 Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common Stock, \$.001 par value per share	N/A	N/A	N/A	N/A

- (1) The Registrant is not registering additional securities. Registration fees were originally paid by the Registrant's predecessor-in-interest upon filing of the original registration statements on Form S-8 (File Nos. 333-160602 and 333-148333). Consequently, no additional registration fees are required with respect to the filing of this Post-Effective Amendment No.1.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (File Nos. 333-160602 and 333-148333) is being filed for the purpose of (i) complying with Rule 414 under the Securities Act of 1933, as amended, and (ii) filing additional exhibits to the registration statements.

Rule 414 under the Securities Act of 1933, as amended, requires this post-effective amendment to be filed by Northern Oil and Gas, Inc., a Minnesota corporation (which we refer to as Northern Oil Minnesota in this explanatory note), as successor to Northern Oil and Gas, Inc., a Nevada corporation (which we refer to as Northern Oil Nevada in this explanatory statement). This post-effective amendment amends the registration statements referred to above, which were filed by Northern Oil Nevada prior to the merger described below.

On June 30, 2010, Northern Oil Nevada merged with and into its newly formed Minnesota subsidiary, Northern Oil Minnesota, with Northern Oil Minnesota as the surviving corporation. The purpose of the merger was to reincorporate Northern Oil Nevada in the State of Minnesota. As a result of the merger, (i) each share of Northern Oil Nevada's common stock outstanding immediately before the merger was automatically converted into one share of the Northern Oil Minnesota's common stock, and (ii) each share of Northern Oil Minnesota's common stock outstanding immediately before the merger was cancelled. Northern Oil Minnesota will continue to be engaged in the same business that Northern Oil Nevada was engaged in before the merger.

In connection with the reincorporation, Northern Oil Minnesota assumed the Northern Oil and Gas, Inc. 2009 Equity Incentive Plan and the Northern Oil and Gas, Inc. Incentive Stock Option Plan (collectively the Plans) and all of the outstanding options and equity awards under the Plans. At the effective time of the reincorporation, each outstanding option to purchase shares of Northern Oil Nevada's common stock, par value \$0.001 per share, was converted into an option to purchase the same number of shares of Northern Oil Minnesota's common stock, par value \$0.001 per share, with no changes in the option exercise price or other terms and conditions of such options. In addition, at the effective time of the reincorporation, each other restricted stock award, restricted stock unit and equity-based award relating to Northern Oil Nevada common stock granted under either of the Plans was converted into a like award relating to the same number of shares of Northern Oil Minnesota common stock, with no changes in any other terms and conditions of such awards.

Except as modified by this post-effective amendment, including modifications resulting from the incorporation of documents by reference, Northern Oil Minnesota, by virtue of this post-effective amendment, expressly adopts the Registration Statements as its own registration statements for all purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents are hereby incorporated by reference in this Registration Statement.

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 8, 2010, as amended by Form 10-K/A filed with the SEC on April 30, 2010.
- (b) All other reports filed by the Registrant pursuant to Section 13(a) and 15(d) of the Exchange Act since the end of the fiscal year referred to in (a) above.
- (c) The description of our common stock contained in Registration Statement on Form SB-2 (No. 333-146596), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to the registration statement of which this Prospectus is a part which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents (but this shall not include any document that is merely furnished to the Commission).

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

None.

**Item 6. Indemnification of Directors and Officers.**

The registrant is subject to Minnesota Statutes Chapter 302A, the Minnesota Business Corporation Act (the Corporation Act ). Section 302A.521 of the Corporation Act provides in substance that, unless prohibited by its articles of incorporation or bylaws, a corporation must indemnify an officer or director who is made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by such person in connection with the proceeding, if certain criteria are met. These criteria, all of which must be met by the person seeking indemnification, are (a) that such person has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions; (b) that such person must have acted in good faith; (c) that no improper personal benefit was obtained by such person and such person satisfied certain statutory conflicts of interest provisions, if applicable; (d) that in the case of a criminal proceeding, such person had no reasonable cause to believe that the conduct was unlawful; and (e) that, in the case of acts or omissions occurring in such person's performance in an official capacity, such person must have acted in a manner such person reasonably believed was in the best interests of the corporation or, in certain limited circumstances, not opposed to the best interests of the corporation. In addition, Section 302A.521, subd. 3, requires payment by the registrant, upon written request, of reasonable expenses in advance of final disposition in certain instances. A decision as to required indemnification is made by a majority of the disinterested board of directors present at a meeting at which a disinterested quorum is present, or by a designated committee of disinterested directors, by special legal counsel, by the disinterested shareholders, or by a court.

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Insofar as indemnification for liabilities arising under the Securities Act may be permitted for our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

### Item 8. Exhibits.

Exhibit No.	Description	Method of Filing
4.1	Specimen Certificate of Common Stock, par value \$0.001 per share of Northern Oil and Gas, Inc.	(1)
4.2	Articles of Incorporation of Northern Oil and Gas, Inc.	(2)
4.3	Bylaws of Northern Oil and Gas, Inc.	(3)
5.1	Opinion of Faegre & Benson LLP	Filed Herewith
5.2	Opinion of Faegre & Benson LLP	Filed Herewith
23.1	Consent of Mantyla McReynolds LLC	Filed Herewith
23.2	Consent of Ryder Scott Company, L.P.	Filed Herewith
23.3	Consent of Faegre & Benson LLP (included in Exhibits 5.1 and 5.2)	Filed Herewith
24	Power of Attorney (included on the signature page hereto)	(4)

- (1) Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on July 2, 2010.
- (2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on July 2, 2010.
- (3) Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on July 2, 2010.
- (4) Previously filed as an exhibit to this registration statement.

### Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**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 duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on July 2, 2010.

**Northern Oil and Gas, Inc.**

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Michael L. Reger Michael L. Reger	Principal Executive Officer and Director	July 2, 2010
* Ryan R. Gilbertson	President and Director	July 2, 2010
/s/ Chad D. Winter Chad D. Winter	Principal Financial Officer and Principal Accounting Officer	July 2, 2010
* Loren J. O Toole	Director	July 2, 2010
* Carter Stewart	Director	July 2, 2010
* Jack King	Director	July 2, 2010
* Robert Grabb	Director	July 2, 2010
* Lisa Bromiley Meier	Director	July 2, 2010

\*Michael L. Reger, by signing his name hereto, does hereby sign this document on behalf of the above-named officers and 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

**EXHIBIT INDEX**

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