

NORTHERN OIL & GAS, INC.
Form DEFA14A
April 13, 2017

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

SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:
 o Preliminary proxy statement.
 o Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
 o Definitive Proxy Statement.
 x Definitive Additional Materials.
 o Soliciting Material Pursuant to Rule 14a-12.

NORTHERN OIL AND GAS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):
 x No fee required.
 o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

o Fee paid previously with preliminary materials:
 o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 25, 2017.

Meeting Information
Meeting Type: Annual
Meeting

NORTHERN OIL AND GAS, INC. For holders as of: March 30,
2017

Time: 8:30

Date: May 25, 2017 AM
CDT

Location: The
Marquette
701
Marquette
Avenue
Minneapolis,
MN 55402

NORTHERN OIL AND GAS, INC.

601 Carlson Parkway, Suite 990
Minnetonka, MN 55305

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- | | |
|----------------------------|--------------------------|
| 1. | 2. |
| Annual Report on Form 10-K | Notice & Proxy Statement |

How to View Online:

Have the information that is printed in the box marked by the arrow
è XXXX XXXX XXXX (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person:

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting.

Please check the meeting materials for any special requirements for meeting attendance.

At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com.

Have the information
that is printed in the
box marked by the
arrow → XXXX
XXXX XXXX
available and follow
the instructions.

Vote By Mail: You
can vote by mail by
requesting a paper
copy of the materials,
which will include a
proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

01
02 Michael Frantz
Bromiley
03 Robert Cy
Grabb Jamison
04 Delos
05 Jack King
06
07 Richard Weber
Popejoy

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

3. To approve, on an advisory basis, the compensation paid to our named executive officers.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4. To recommend, on an advisory basis, the frequency of holding future advisory votes on named executive officer compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.