

NORTHERN OIL & GAS, INC.  
Form FWP  
May 08, 2013

**ISSUER FREE WRITING PROSPECTUS**

**Filed Pursuant to Rule 433**

**Registration No. 333-188423**

**May 8, 2013**

\$200,000,000 8.000% Senior Notes due 2020

This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement dated May 8, 2013 (the Preliminary Prospectus ). The information in this Pricing Supplement supplements the Preliminary Prospectus and supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in the Preliminary Prospectus.

**Terms Applicable to the 8.000% Senior Notes due 2020 (the Notes )**

|                                    |   |
|------------------------------------|---|
| <b>Issuer:</b>                     | Northern Oil and Gas, Inc.  |
| <b>Aggregate Principal Amount:</b> | \$200,000,000   |
| <b>Gross Proceeds:</b>             | \$210,500,000 excluding accrued interest                                  |
| <b>Title of Securities:</b>        | 8.000% Senior Notes due 2020  |
| <b>Final Maturity Date:</b>        | June 1, 2020  |
| <b>Issue Price:</b>                | 105.250%, plus accrued interest from December 1, 2012                     |
| <b>Coupon:</b>                     | 8.000%  |
| <b>Yield to Worst:</b>             | 6.754%  |
| <b>Interest Payment Dates:</b>     | June 1 and December 1, with the next interest payment due on June 1, 2013 |

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**Record Dates:**

May 15 and November 15

**Ratings:**

S&P: B-

Moody s: Caa1

**A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time, and each rating should be evaluated independently of any other rating.**

**Optional Redemption:**

On and after June 1, 2016, in whole or in part, at the redemption prices set forth below (expressed as percentages of the principal amount), plus accrued and unpaid interest, if any, to the redemption date, beginning on June 1 of the years set forth below:

| Date                | Price    |
|---------------------|----------|
| 2016                | 104.000% |
| 2017                | 102.000% |
| 2018 and thereafter | 100.000% |

**Make-Whole Redemption:**

Prior to June 1, 2016, make-whole call at T + 50 bps

**Equity Clawback:**

On or prior to June 1, 2015, up to 35% at a redemption price equal to 108.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date

**Change of Control:**

Offer to purchase at 101% of principal, plus accrued and unpaid interest to the date of purchase

**Joint Book-Running Managers:**

BMO Capital Markets

RBC Capital Markets

SunTrust Robinson Humphrey

**Senior Co-Managers:**

KeyBanc Capital Markets

Capital One Southcoast

Scotiabank

US Bancorp

**Co-Managers:**

BOSC, Inc.

BB&T Capital Markets

Canaccord Genuity

C.K. Cooper & Company

Global Hunter Securities

ING

Macquarie Capital

Santander

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**Trade Date:** May 8, 2013

**Settlement Date:** May 13, 2013 (T+3)

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Distribution:** Registered

**CUSIP and ISIN Numbers:** CUSIP: 665531 AB5  
ISIN: US665531AB54

The Company has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (the Commission ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the Commission for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the Commission's website at <http://www.sec.gov>. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling RBC Capital Markets, LLC toll-free at 1-877-280-1299.

All information (including financial information) presented in the Preliminary Prospectus is deemed to have changed to the extent affected by the changes described herein.

Any disclaimers or other notices that may appear below the text of this legend are not applicable to this Pricing Supplement and should be disregarded. Such disclaimers or other notices may have been automatically generated as a result of this Pricing Supplement being sent via, or posted on, Bloomberg email or another electronic communication system.