

NORTHERN OIL & GAS, INC.

Form SC 13G/A

February 14, 2018

SECURITIES

AND

EXCHANGE

COMMISSION

Washington,

D.C. 20549

SCHEDULE

13G/A

Under the

Securities

Exchange Act of

1934

(Amendment

No. 1)\*

Northern Oil

and Gas, Inc.

(Name of

Issuer)

Common Stock,

par value \$0.001

per share

(Title of Class

of Securities)

665531109

(CUSIP

Number)

December 31,

2017

(Date of Event

Which Requires

Filing of This

Statement)

Check the

appropriate box

to designate the

rule pursuant to

which this

Schedule is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON   |
| <b>2</b>   | Elliott Associates, L.P.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                  |
| <b>4</b>   | Delaware   |
| <b>5</b>   | SOLE VOTING POWER  |
| <b>6</b>   | 0 SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 0 SOLE DISPOSITIVE POWER   |
| <b>7</b>   |  |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>   | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                     |
| <b>10</b>  | 0 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.0%  
TYPE OF  
REPORTING  
PERSON

PN

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|   |  |
|---|--|
| 1 | NAME OF REPORTING PERSON   |
| 2 | Elliott International,<br>L.P.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  |
| 4 | Cayman Islands,<br>British West Indies   |
| 5 | SOLE VOTING POWER  |
| 6 | 0 SHARED VOTING POWER  |
| 7 | 0 SOLE DISPOSITIVE POWER   |
| 8 | 0 SHARED DISPOSITIVE POWER   |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           |

|    |                |
|----|----------------|
|    | 0              |
|    | CHECK BOX      |
|    | IF THE         |
|    | AGGREGATE      |
| 10 | AMOUNT IN ..   |
|    | ROW (9)        |
|    | EXCLUDES       |
|    | CERTAIN        |
|    | SHARES         |
|    | PERCENT OF     |
|    | CLASS          |
|    | REPRESENTED BY |
| 11 | AMOUNT IN ROW  |
|    | (9)            |
|    | 0.0%           |
|    | TYPE OF        |
|    | REPORTING      |
| 12 | PERSON         |
|    | PN             |

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                       |
|  | Elliott International<br>Capital Advisors Inc.                 |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP         |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION              |
|  | Delaware   |
| <b>5</b>   | SOLE VOTING POWER  |
| <b>6</b>   | 0 SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |  |
| <b>7</b>   | 0 SOLE DISPOSITIVE POWER                                       |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER                                     |
| <b>9</b>   | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

0  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
**10** ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)  
  
0.0%  
TYPE OF  
REPORTING  
**12** PERSON  
  
CO



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This Schedule 13G reflects the beneficial ownership of the Reporting Persons (as defined below) as of December 31, 2017:

**Item 1(a). NAME OF ISSUER**

Northern Oil and Gas, Inc. (the "Issuer")

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

601 Carlson Pkwy – Suite 990

Minnetonka, Minnesota 55305

**Item 2(a). NAME OF PERSON FILING**

The names of the persons filing this statement on Schedule 13G are: Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott Associates"), Elliott International, L.P. ("Elliott International") and its wholly-owned subsidiaries and Elliott International Capital Advisors Inc. ("International Advisors" and collectively with Elliott Associates and Elliott International, the "Reporting Persons"). Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), which is controlled by Singer, are the general partners of Elliott Associates. Hambledon, Inc. ("Hambledon") is the general partner of Elliott International. International Advisors is the investment manager for Elliott International. International Advisors expressly disclaims equitable ownership of and pecuniary interest in any Common Stock.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The business address of Elliott Associates, International Advisors, Capital Advisors, Singer and Special GP is 40 West 57th Street, 30th Floor, New York, New York 10019.

The business address of Elliott International and Hambledon is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

**Item 2(c). CITIZENSHIP**

Each of Elliott Associates and Capital Advisors is a limited partnership formed under the laws of the State of Delaware.

Elliott International is a limited partnership formed under the laws of the Cayman Islands, British West Indies.

International Advisors is a corporation formed under the laws of the State of Delaware.

Special GP is a limited liability company formed under the laws of the State of Delaware.

Hambledon is a corporation formed under the laws of the Cayman Islands, British West Indies.

Singer is a U.S. citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.001 per share (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

665531109

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "  
A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (g) "  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "  
A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act;
- (i) "  
(j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Elliott Associates individually beneficially owns 0 shares of Common Stock.

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Elliott International and International Advisors together beneficially own the 0 shares of Common Stock held by Elliott International.

Elliott Associates, Elliott International and International Advisors together beneficially own an aggregate of 0 shares of Common Stock.

(b) Percent of class:

Elliott Associates beneficially owned 0.0% of the outstanding shares of Common Stock.

Elliott International and International Advisors owned approximately 0.0% of the outstanding shares of Common Stock.

Elliott Associates, Elliott International and International Advisors' aggregate beneficial ownership constituted approximately 0.0% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Elliott Associates has sole power to vote or direct the vote of 0 shares of Common Stock.

(ii) Shared power to vote or to direct the vote

Elliott International and International Advisors together have shared power to vote or direct the vote of 0 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of

Elliott Associates has sole power to dispose or direct the disposition of 0 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of

Elliott International and International Advisors together have shared power to dispose or direct the disposition of 0 shares of Common Stock.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2018

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President