Crestview Partners III GP, L.P.

Form 4

February 12, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Crestview Partners III GP, L.P.

2. Issuer Name and Ticker or Trading

Symbol

NORTHERN OIL & GAS, INC.

[NOG]

3. Date of Earliest Transaction

(Month/Day/Year)

C/O CRESTVIEW PARTNERS, 590 02/08/2019

MADISON AVENUE, 36TH

FLOOR

(Last)

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

_X__ 10% Owner

_ Other (specify

OMB APPROVAL

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Person

Issuer

below)

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	ecurit	ies Acqı	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2019		S	269,700	D	\$ 2.17 (3)	40,383,263	I	See Footnotes (1) (2)
Common Stock	02/11/2019		S	175,000	D	\$ 2.23 (4)	40,208,263	I	See Footnotes (1) (2)
Common Stock	02/12/2019		S	325,000	D	\$ 2.34 (5)	39,883,263	I	See Footnotes (1) (2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivativ	ve .		Securit		(Instr. 5)
	Derivative				Securitie	S		(Instr.	3 and 4)	
	Security				Acquired	1				
					(A) or					
					Disposed	1				
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration		Number	
						Exercisable	Date		of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address		Relationships				
		10% Owner	Officer	Other		
Crestview Partners III GP, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022		X				
Crestview W2 Holdings, L.P. C/O CRESTVIEW PARTNERS, 590 MADISON AVE. 36TH FLOOR NEW YORK, NY 10022		X				
W Energy Partners LLC 3811 TURTLE CREEK BLVD SUITE 550 DALLAS, TX 75219		X				

Signatures

Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel				
**Signature of Reporting Person	Date			
Crestview W2 Holdings, L.P., By: Crestview W2 GP, LLC, its general partner, By: /s/ Ross A. Oliver, General Counsel	02/12/2019			

Reporting Owners 2

**Signature of Reporting Person

Date 02/12/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

W Energy Partners LLC, By: /s/ Shane Hannabury, President

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Represents shares of Common Stock of the Issuer directly held by W Energy Partners LLC. Crestview W2 Holdings, L.P., in its capacity as a member of W Energy Partners LLC, may be deemed to have beneficial ownership of the shares of Common Stock directly held by W
- (1) Energy Partners LLC. Crestview Partners III GP, L.P. exercises voting and dispositive power over the shares of Common Stock beneficially owned by Crestview W2 Holdings, L.P., which decisions are made by the investment committee of Crestview Partners III GP, L.P.
- (2) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.15 to \$2.20. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.21 to \$2.26. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.30 to \$2.39. The reporting person undertakes to provide to the issuer, any security holders of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3