

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Crestview Partners III GP, L.P.</u>  (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2018	3. Issuer Name and Ticker or Trading Symbol <u>NORTHERN OIL &amp; GAS, INC. [ NOG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	51,476,961	I	See Footnotes <sup>(1)(2)(3)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Forward Contract	(4)	(4)	Common Stock	(4)	(4)	I	See Footnotes <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person* <u>Crestview Partners III GP, L.P.</u>  (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Crestview W2 Holdings, L.P.</u>  (Last) (First) (Middle) C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">W Energy Partners LLC</a>		
(Last)	(First)	(Middle)
3811 TURTLE CREEK BLVD SUITE 550		
(Street)		
DALLAS	TX	75219
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">WR Operating LLC</a>		
(Last)	(First)	(Middle)
3811 TURTLE CREEK BLVD SUITE 550		
(Street)		
DALLAS	TX	75219
(City) (State) (Zip)		

**Explanation of Responses:**

1. Represents shares of Common Stock of the Issuer ("Common Stock") acquired pursuant to the Purchase and Sale Agreement by and between WR Operating LLC and the Issuer, dated as of July 27, 2018 (the "Purchase Agreement") and filed as Exhibit 2.1 to the Form 8-K filed by the Issuer with the Securities and Exchange Commission on July 31, 2018, which Common Stock was initially acquired by WR Operating LLC and then distributed to its parent W Energy Partners LLC, the direct holder of the Common Shares.
2. 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 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.
3. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
4. Pursuant to the Purchase Agreement, to the extent the Reference Price for each specified month exceeds the greater of the VWAP for such month or \$2.00, the Reporting Persons are entitled to Additional Consideration equal to such excess multiplied by the specified amount of Unrestricted Shares for such month (as each such term is defined in the Purchase Agreement), payable in cash (or, for months occurring after March 2019, in Common Stock at the election of the Issuer) on or prior to the 5th day of the following month.

**Remarks:**

Exhibit 99 - Joint Filer Information

By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel 10/11/2018

By: Crestview W2 Holdings, L.P., By: Crestview W2 GP, LLC, its general partner, By: /s/ Ross A. Oliver, General Counsel 10/11/2018

By: W Energy Partners LLC, By: /s/ Shane Hannabury, President 10/11/2018

By: WR Operating LLC, By: /s/ Shane Hannabury, President 10/11/2018

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

**Joint Filer Information**

Each of the following joint filers has designated **Crestview Partners III GP, L.P.** as the “**Designated Filer**” for purposes of the attached Form 3:

1. Crestview W2 Holdings, L.P.  
c/o Crestview Partners  
590 Madison Avenue, 36<sup>th</sup> Floor  
New York, NY 10022
2. W Energy Partners LLC  
3811 Turtle Creek Blvd  
Suite 550  
Dallas, TX, 75219
3. WR Operating LLC  
3811 Turtle Creek Blvd  
Suite 550  
Dallas, TX, 75219

**Date of Event Requiring Statement:** October 1, 2018

**Issuer Name and Ticker or Trading Symbol:** Northern Oil & Gas Inc. [NOG]

**CRESTVIEW W2 HOLDINGS, L.P.**

By: Crestview W2 GP, LLC, its general partner

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: General Counsel

**W ENERGY PARTNERS LLC**

By: /s/ Shane Hannabury  
Name: Shane Hannabury  
Title: President

**WR OPERATING LLC**

By: /s/ Shane Hannabury  
Name: Shane Hannabury  
Title: President

Date: October 11, 2018

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