

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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

(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]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O CRESTVIEW PARTNERS, 590 MADISON AVENUE, 36TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 12/07/2018			
(Street) NEW YORK, NY 10022		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2019		S		264,366	D	\$ 2.44 (4)	41,112,389	I	See Footnotes (1) (2) (3)
Common Stock	02/06/2019		S		189,729	D	\$ 2.31 (5)	40,922,660	I	See Footnotes (1) (2) (3)
Common Stock	02/07/2019		S		269,697	D	\$ 2.21 (6)	40,652,963	I	See Footnotes (1) (2) (3)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Forward Contract	(7)	12/07/2018		X		0	(7)	(7)	(7)	Common Stock	(7)	(7)	0	(7)	I	See Footnotes (2) (3)
Forward Contract	(8)	02/07/2019		X		0	(8)	(8)	(8)	Common Stock	(8)	(8)	0	(8)	I	See Footnotes (2) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	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 AVENUE, 36TH FLOOR NEW YORK, NY 10022		X		

W Energy Partners LLC 3811 TURTLE CREEK BLVD SUITE 550 DALLAS, TX 75219		X		
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## Signatures

By: Crestview Partners III GP, L.P., By: Crestview, L.L.C., its general partner, By: /s/ Ross A. Oliver, General Counsel		02/07/2019
<small>**Signature of Reporting Person</small>		Date
By: Crestview W2 Holdings, L.P., By: Crestview W2 GP, LLC, its general partner, By: /s/ Ross A. Oliver, General Counsel		02/07/2019
<small>**Signature of Reporting Person</small>		Date
By: W Energy Partners LLC, By: /s/ Shane Hannabury, President		02/07/2019
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

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

(1) 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

(2) 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.

The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions at prices ranging from \$2.42 to \$2.51. The reporting

(4) 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 \$2.27 to \$2.41. The reporting

(5) 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 \$2.17 to \$2.27. The reporting

(6) 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.

(7) Represents the payment of \$1,350,082.49 of Additional Consideration paid in respect of 2,029,609 of Unrestricted Shares for the month of November 2018.

(8) Represents the payment of \$2,959,889.21 of Additional Consideration paid in respect of 3,270,897 of Unrestricted Shares for the month of January 2019.

### Remarks:

Remarks: Exhibit 99 - Joint Filer Information

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.

**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 4:

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

**Date of Event Requiring Statement:** December 7, 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

Date: February 7, 2019

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