

NORTHERN OIL & GAS, INC.
Form DEFA14A
May 02, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary proxy statement.
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to Rule 14a-12.

Commission File No. 001-33999

NORTHERN OIL AND GAS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials:

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NORTHERN OIL AND
GAS INC.
315 MAITOBA AVENUE
SUITE 200
WAYZATA, MN 55391

Investor Address Line 1
Investor Address Line 2

Investor Address Line 3
 Investor Address Line 4
 Investor Address Line 5
 John Sample
 1234 ANYWHERE
 STREET
 ANY CITY, ON A1A 1A1

| NAME | CONTROL # | |
|---------------------------------|-----------|-----------------------|
| | | 000000000000 |
| THE COMPANY NAME INC. - COMMON | SHARES | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS A | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS B | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS C | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS D | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS E | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS F | | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - 401 K | | 123,456,789,012.12345 |

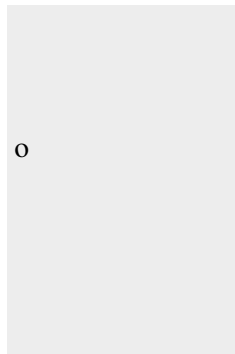
PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK KEEP THIS PORTION FOR YOUR RECORDS AS FOLLOWS: x

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

| | | |
|--|---|---|
| The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees | For All Withhold All For All Except | To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below. |
| | <input type="radio"/> <input type="radio"/> <input type="radio"/> | |



- | | | | | |
|---------------------|-----------------------|-----------------|-----------------|---------------|
| 01 Michael L. Reger | 02 Ryan G. Gilbertson | 03 Robert Grabb | 04 Jack E. King | 05 Lisa Meier |
| 06 Loren J. O'Toole | 07 Carter Stewart | | | |

The Board of Directors recommends you vote FOR

The Board of Directors recommends you vote FOR

Edgar Filing: NORTHERN OIL & GAS, INC. - Form DEFA14A

proposals 2 and 3.

| | | For | Against | Abstain |
|---|---|-----------------------|-----------------------|-----------------------|
| 2 | To ammend and restate our 2009 Equity Incentive Plan. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 3 | To approve executive compensation by non-binding advisory vote. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

the following proposal:

| | | For | Against | Abstain |
|---|---|-----------------------|-----------------------|-----------------------|
| 5 | To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

The Board of Directors recommends you vote 1 YEAR on the following proposal:

| | 1 year | 2 years | 3 years | Abstain |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| 4 | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

| | | | | | |
|---|--|-----------------------|-----------------------|-----------------------|-----------------------|
| 4 | To recommend, by non-binding advisory vote, the frequency of executive compensation votes. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
|---|--|-----------------------|-----------------------|-----------------------|-----------------------|