

Crestview Partners III GP, L.P.
 Form 3
 October 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

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

SEC 1473 (7-02)

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 control number.

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	---------------------------	----------------------	---

Edgar Filing: Crestview Partners III GP, L.P. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Forward Contract	Â (4)	Â (4)	Common Stock	(4)	\$ (4)	I	See Footnotes (1) (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	Â	Â X	Â	Â
Crestview W2 Holdings, L.P. C/O CRESTVIEW PARTNERS 590 MADISON AVENUE, 36TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
W Energy Partners LLC 3811 TURTLE CREEK BLVD SUITE 550 DALLAS, TX 75219	Â	Â X	Â	Â
WR Operating LLC 3811 TURTLE CREEK BLVD SUITE 550 DALLAS, TX 75219	Â	Â X	Â	Â

Signatures

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
**Signature of Reporting Person		Date
By: Crestview W2 Holdings, L.P., By: Crestview W2 GP, LLC, its general partner, By: /s/ Ross A. Oliver, General Counsel		10/11/2018
**Signature of Reporting Person		Date
By: W Energy Partners LLC, By: /s/ Shane Hannabury, President		10/11/2018
**Signature of Reporting Person		Date
By: WR Operating LLC, By: /s/ Shane Hannabury, President		10/11/2018
**Signature of Reporting Person		Date

Explanation of Responses:

- * 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).

Edgar Filing: Crestview Partners III GP, L.P. - Form 3

(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.

Â

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.