



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4628

June 29, 2018

Michael L. Reger  
Chief Executive Officer  
Northern Oil & Gas, Inc.  
601 Carlson Parkway, Suite 990  
Minnetonka, Minnesota 55305

**Re: Northern Oil & Gas, Inc.**  
**Registration Statement on Form S-3**  
**Filed June 22, 2018**  
**File No. 333-225832**

Dear Mr. Reger:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Anuja A. Majmudar, Attorney-Advisor, at 202-551-3844 with any questions.

Sincerely,

/s/ Timothy S. Levenberg

*for* John Reynolds  
Assistant Director  
Office of Natural Resources