

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**
SEC Accession No. [0001144204-13-001584](#)

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FILER

Emerald Oil, Inc.

CIK: **1283843** | IRS No.: **770639000** | State of Incorpor.: **MT** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-35097** | Film No.: **13521252**
SIC: **1311** Crude petroleum & natural gas

Mailing Address

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DENVER CO 80202

Business Address

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DENVER CO 80202
(303) 323-0008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)
January 9, 2013 (January 9, 2013)

EMERALD OIL, INC.

(Exact name of registrant as specified in its charter)

Montana
(State or other jurisdiction of
incorporation)

1-35097
(Commission File Number)

77-0639000
(IRS Employer
Identification No.)

1600 Broadway, Suite 1360
Denver, Colorado 80202
(Address of principal executive offices, including zip code)

(303) 323-0008
(Registrant's telephone number, including area code)

1600 Broadway, Suite 1040
Denver, Colorado 80202
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sale of Equity Securities.

On January 9, 2013, Emerald Oil, Inc. (the "Company") entered into a purchase and sale agreement with a third party pursuant to which the Company acquired leases of oil and gas properties in McKenzie County, North Dakota. Pursuant to the purchase and sale agreement and as consideration for the approximate \$4.7 million purchase price of the acquired leases, the Company issued 851,315 shares of its common stock at a per share value of \$5.50 per share, based on the five-day trading volume-weighted average price of the Company's common stock prior to closing. The Company issued the shares of common stock in reliance upon an exemption from the registration requirements under the Securities Act of 1933, as amended, provided by Section 4(2) thereof.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

EMERALD OIL, INC.

By: /s/ Mitchell R. Thompson
Name: Mitchell R. Thompson
Title: Chief Accounting Officer

Date: January 9, 2013
