

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Kodiak Oil & Gas Corp

CIK: [1322866](#) | IRS No.: **000000000** | State of Incorporation: **B0** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-32920](#) | Film No.: **13523120**
SIC: **1382** Oil & gas field exploration services

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report: **January 10, 2013**

(Date of earliest event reported)

KODIAK OIL & GAS CORP.

(Exact name of registrant as specified in its charter)

Commission File Number: **001-32920**

Yukon Territory

(State or other jurisdiction of incorporation)

N/A

(IRS Employer Identification No.)

1625 Broadway, Suite 250

Denver, Colorado 80202

(Address of principal executive offices, including zip code)

(303) 592-8075

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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 8.01 Other Events.

On January 10, 2013, Kodiak Oil & Gas Corp. announced that it upsized and priced a private offering of \$350 million in aggregate principal amount of senior notes (the "Senior Notes") due 2021 in a private placement to eligible investors. The size of the offering was increased from the previously announced \$300 million to \$350 million. The Senior Notes bear interest at 5.50% per annum and are being issued at a price of 100% of their face amount.

The Senior Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and state securities laws.

A copy of the press release relating to the pricing of the Senior Notes is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	Press release of Kodiak Oil & Gas Corp. dated January 10, 2013 relating to the upsizing and pricing of the notes offering.

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SIGNATURE

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

KODIAK OIL & GAS CORP.

By: /s/ James P. Henderson

James P. Henderson

Chief Financial Officer

Date: January 10, 2013

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EXHIBIT INDEX

Exhibit

No.

Description

99.1

Press release of Kodiak Oil & Gas Corp. dated January 10, 2013 relating to the upsizing and pricing of the notes offering.

**K O D I A K****OIL & GAS CORP.****NEWS RELEASE**

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Contact: Lynn Peterson, CEO

**KODIAK OIL & GAS CORP. ANNOUNCES UPSIZING AND
PRICING OF PRIVATE OFFERING OF SENIOR NOTES**

DENVER, January 10, 2013 – /PRNewswire-FirstCall/ – Kodiak Oil & Gas Corp. (“Kodiak”) (NYSE: KOG) today announced that it upsized and priced a private offering of \$350 million in aggregate principal amount of senior notes due 2021 in a private placement to eligible investors. The notes will bear interest at 5.50% per annum and are being issued at a price of 100% of their face amount. The notes will be jointly and severally guaranteed on a senior basis by Kodiak’s subsidiary, Kodiak Oil & Gas (USA) Inc. and by certain future subsidiaries. Kodiak expects to close the notes offering on January 15, 2013, subject to the satisfaction of customary closing conditions.

Kodiak intends to use the net proceeds of the offering to pay down a portion of the outstanding debt under Kodiak’s first lien credit agreement, such that, after giving effect to such pay down, the remaining balance thereunder will be \$1.6 million.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities. Any offers of the notes and related guarantees will be made only by means of a private offering circular. The notes and related guarantees have not been registered under the United States Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements related to the expected use of proceeds from and the closing of the offering. All statements other than statements of historical facts included herein may constitute forward-looking statements. Although Kodiak believes that the expectations reflected in the forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. The forward-looking statements involve risks and uncertainties that affect our operations, financial performance and other factors as discussed in Kodiak’s filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012.
