

Kodiak Oil & Gas Corp  
Form 8-K  
July 23, 2013

**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: **July 23, 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**

## Edgar Filing: Kodiak Oil & Gas Corp - Form 8-K

(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 July 23, 2013, Kodiak Oil & Gas Corp. announced that it upsized and priced a private offering of \$400 million in aggregate principal amount of senior notes (the "Senior Notes") due 2022 in a private placement to eligible investors. The size of the offering was increased from the previously announced \$300 million to \$400 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 July 23, 2013 relating to the upsizing and pricing of the note offering.
------	------------------------------------------------------------------------------------------------------------------------

**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: July 23, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Kodiak Oil & Gas Corp. dated July 23, 2013 relating to the upsizing and pricing of the note offering.