

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): September 22, 2017

BLACK RIDGE OIL & GAS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-53952
(Commission
File Number)

27-2345075
(I.R.S. Employer
Identification No.)

110 North 5th Street, Suite 410
Minneapolis, MN 55403
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code: **(952) 426-1241**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On September 22, 2017, Black Ridge Oil & Gas, Inc. (the “Company”) entered into an amendment to the standby purchase agreement (the “Backstop Agreement”) with a consortium of investors, including members of the Company’s board of directors and our Chief Executive Officer (collectively, the “Backstop Purchasers”) to reflect assignments of rights under the Standby Purchase Agreement by certain of the Backstop Purchasers. There were no changes in the terms of the Standby Purchase Agreement.

Item 8.01 Other Events

On September 26, 2017, Black Ridge Oil & Gas, Inc. (the “Company”) issued a press release in which it announced the completion of its previously commenced rights offering (the “Rights Offering”). Associated with the Rights Offering the Company also entered into the Backstop Agreement with the Backstop Purchasers, who agree to purchase up to \$2.9 million of the unsubscribed shares following the completion of the rights offering. Under the Rights Offering the Company’s current shareholders exercised rights to purchase 199,811,421 shares of stock for a total of \$2.398 million. Under the Backstop Agreement, the Backstop Purchasers purchased 232,008,489 shares of stock for a total of \$2.784 million. Combined, the Company realized total gross proceeds of approximately \$5.182 million, reaching its expected goal. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company intends to use the net proceeds of the Rights Offering for the sponsorship of a special purpose acquisition company (SPAC) focused on effecting a merger or similar business combination with a target business in the energy industry. Any proceeds from the Rights Offering that remain following the SPAC sponsorship will be used for general corporate purposes which may include other investments and acquisitions.

This Current Report on Form 8-K contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements do not represent historical facts, but rather statements about management’s beliefs, plans and objectives about the future, as well as its assumptions and judgments concerning such beliefs, plans and objectives. These statements are evidenced by terms such as “anticipate”, “estimate”, “should”, “expect”, “believe”, “intend”, and similar expressions. Although these statements reflect management’s good faith beliefs and projections, they are not guarantees of future performance and they may not prove true. These projections involve risk and uncertainties that could cause actual results to differ materially from those addressed in the forward-looking statements. These risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in the financial condition and results of operations of the Company and its subsidiaries; changes in laws or regulations or policies of federal and state regulators and agencies; circumstances that might prevent or delay the consummation of the Rights Offering and/or the backstop offering; and other circumstances beyond the Company’s control. Consequently, all of the forward-looking statements made in this report are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or if substantially realized, will have the expected consequences on the Company’s business or operations. For a discussion of the risks and uncertainties to which the Company is subject, see the section of the periodic reports that the Company files with the SEC entitled “Risk Factors”.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The exhibits furnished with this report are listed in the Exhibit Index which immediately follows the signatures hereto, which Exhibit Index is incorporated herein by reference.

SIGNATURES

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.

BLACK RIDGE OIL & GAS, INC.

By: /s/ James Moe
James Moe
Chief Financial Officer

Date: September 26, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment to Standby Purchase Agreement, dated September 22, 2017</u>
99.1	<u>Press Release, dated September 26, 2017</u>

AMENDMENT TO STANDBY PURCHASE AGREEMENT

THIS AMENDMENT TO STANDBY PURCHASE AGREEMENT (this “**Amendment**”), is made as of September 22, 2017 between the Purchasers identified on Exhibit A the Standby Purchase Agreement dated May 23, 2017 (the “Purchase Agreement”) and Black Ridge Oil & Gas, Inc., a Nevada corporation (the “Company”).

WHEREAS, certain of the Backstop Purchasers have assigned their rights under the Purchase Agreement and the Company has consented to such assignments.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Exhibit A. Exhibit A of the Purchase Agreement is updated and amended as follows to reflect certain assignments made by Backstop Purchasers:

EXHIBIT A

BACKSTOP COMMITMENT AMOUNT

<u>BACKSTOP PURCHASER</u>	<u>BACKSTOP COMMITMENT AMOUNT</u>
Lyle A. Berman Revocable Trust	\$395,837.15
Linda Jirovec	\$104,162.85
Alice Ann Corporation	\$50,000.00
William H. Baxter Trustee FBO William H. Baxter Revocable Trust u/a dtd 7/3/96	\$50,000.00
Robert G. Allison	\$125,000.00
Frances A. Gonyea	\$35,000.00
Dorothy J. Hoel	\$25,000.00
Richard A. Hoel	\$15,000.00
Neil I. Sell	\$100,000.00
F.S. Special Opportunities Fund I	\$200,000.00
Lynn Massie Oehler	\$100,000.00
Morris & Arlene Goldfarb JTWROS	\$300,000.00
Sheldon T Fleck ROTH IRA	\$500,000.00
Joseph J Lahti	\$75,000.00
NSF LLC Custodian FBO Ken DeCubellis	\$393,750.00
NSF LLC Custodian FBO Jennifer M. DeCubellis	\$131,250.00
Arthur J. Petrie	\$100,000.00
Tamela G. Schroll	\$100,000.00
TOTAL:	\$2,900,000.00

2. Miscellaneous. Except as specifically provided for in this Amendment, the terms and conditions of the Purchase Agreement are hereby ratified and confirmed and shall remain unmodified and in full force and effect.

ACCEPTED:

Black Ridge Oil & Gas, Inc.

By: /s/ Kenneth DeCubellis
 Name: Kenneth DeCubellis
 Title: Chief Executive Officer

Black Ridge Oil & Gas Completes Rights Offering, Raises \$5.182 Million

MINNEAPOLIS, Minn., September 26, 2017 -- Black Ridge Oil & Gas, Inc. (“the Company” or “Black Ridge”) (OTCQB: ANFC) completed its offering of subscription rights to shareholders, raising \$5.182 million in connection with the previously announced Rights Offering and Backstop Agreement.

The Company intends to use the net proceeds of the Rights Offering for the sponsorship of a special purpose acquisition company (SPAC) focused on effecting a merger or similar business combination with a target business in the energy industry. Any proceeds from the Rights Offering that remain following the SPAC sponsorship will be used for general corporate purposes which may include other investments and acquisitions.

The Company previously filed a Registration Statement on Form S-1 (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) to register the 431,819,910 shares of common stock to be offered in the Rights Offering that was declared effective by the SEC on August 3, 2017. As such, the Company distributed, on a pro rata basis, one Right for each share of common stock owned by shareholders at 5:00 p.m., Central Time, on August 2, 2017 (the “Record Date”). Each Right permitted a shareholder to purchase up to nine shares of common stock at a subscription price of \$0.012 per share. The Rights Offering expired at 5:00 p.m., Central Time, September 8, 2017 (the “Expiration Date”).

Associated with the Rights Offering the Company also entered into a Standby Purchase Agreement (the “Backstop Agreement”) with a consortium of investors, including members of the Company’s board of directors and our Chief Executive Officer (collectively, the “Backstop Purchasers”), who agree to purchase up to \$2.9 million of the unsubscribed shares following the completion of the rights offering.

Under the Rights Offering the Company’s current shareholders exercised rights to purchase 199,811,421 shares of stock for a total of \$2.398 million. Under the Backstop Agreement, the Backstop Purchasers purchased 232,008,489 shares of stock for a total of \$2.784 million. Combined, the Company realized total gross proceeds of approximately \$5.182 million, reaching its expected goal.

About the Company

Black Ridge Oil & Gas is a company focused on acquiring, investing in, and managing the oil and gas assets for our partners. We continue to pursue distressed asset acquisitions in all major onshore unconventional shale formations that may be acquired with capital from our existing joint venture partners or other capital providers. We are based in Minneapolis, Minnesota. For additional information, visit the Company’s website at www.blackridgeoil.com.

Forward-Looking Statements

Certain statements contained herein, which are not historical, are forward-looking statements that are subject to risks and uncertainties not known or disclosed herein that could cause actual results to differ materially from those expressed herein. These statements may include projections and other "forward-looking statements" within the meaning of the federal securities laws. Any such projections or statements reflect management’s current views about future events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from those projected. Important factors that could cause the actual results to differ materially from those projected include, without limitation, general economic or industry conditions nationally and/or in the communities in which our Company conducts business, volatility in commodity prices for crude oil and natural gas, environmental risks, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital or have access to debt financing, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, increases in operator costs, other economic, competitive, governmental, regulatory and technical factors affecting our Company’s operations, products, services and prices and other risks inherent in the Company’s businesses that are detailed in the Company’s Securities and Exchange Commission (“SEC”) filings. Readers are encouraged to review these risks in the Company’s SEC filings.

Contact

Contact

Black Ridge Oil & Gas, Inc.
Ken DeCubellis, Chief Executive Officer
952-426-1241
www.blackridgeoil.com