

Black Ridge Oil & Gas, Inc.
Form 8-K
August 13, 2015

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): August 13, 2015

BLACK RIDGE OIL & GAS, INC.

(Exact name of registrant as specified in its charter)

Nevada **000-53952** **27-2345075**
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

10275 Wayzata Boulevard, Suite 100

Minnetonka, MN 55305
(Address of principal executive offices)

(Zip Code)

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

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 2.02. Results of Operations and Financial Condition.

On August 13, 2015, Black Ridge Oil & Gas, Inc. (“Black Ridge”) issued a press release regarding its financial results for the second quarter of 2015 and certain other information. A copy of the press release is furnished as Exhibit 99.1 hereto.

The press release includes information regarding operating income which include adjustments to amounts calculated under generally accepted accounting principles. These measures are not in accordance with, or an alternative for, GAAP, and may be different from similar measures used by other companies. These measures presented in the press release are provided as a complement to results provided in accordance with GAAP and are provided to give investors a more complete understanding of the underlying operational results and trends in Black Ridge’s performance. We believe these measures are useful in evaluating our fundamental core operating performance. Specifically, we believe the non-GAAP Adjusted Net Loss and Adjusted EBITDA results provide useful information to both management and investors by excluding certain income and expenses that our management believes are not indicative of our core operating results. A reconciliation of this information to the most directly comparable financial measure presented in accordance with GAAP is provided in the press release.

The information in this Item 2.02 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

Item 7.01 Regulation FD Disclosure.

Black Ridge has also updated the investor presentation that is posted on its website regarding its operations and business. The PowerPoint slide presentation regarding its operations and business is furnished as Exhibit 99.2. In addition, Black Ridge will be presenting at EnerCom's The Oil & Gas Conference® on Tuesday, August 18, 2015, in Denver, Colorado regarding its operations and business and will present the materials in the PowerPoint slide presentation furnished as Exhibit 99.2.

The information in Exhibit 99.2 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release (furnished)

99.2 PowerPoint Slides (furnished)

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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: August 13, 2015