

Black Ridge Oil & Gas, Inc.
Form 8-K
July 12, 2017

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): July 7, 2017

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.)

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.

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01. Entry into a Material Definitive Agreement.

On July 7, 2017, Black Ridge Oil & Gas, Inc. (the “*Company*”) entered into a \$500,000 Promissory Note (the “*Note*”) issued to Cadence Bank, N.A., as lender (“*Cadence*”) (the “*Note*”) and a Security Agreement by the Company in favor of Cadence, as Lender. The Note bears interest at 4.5% per annum payable monthly and is due on October 7, 2017. The Note may be repaid at any time without penalty. The Note is secured by the Company’s deposit account at Cadence and all of the Company’s rights, title and interests in and to the contractual rights of the Company to receive payment from Chambers Energy Management for the purchase of the Company’s interest in Black Ridge Holding Company, LLC.

This summary is qualified in its entirety by reference to the terms of the Note and Security Agreement which will be filed as exhibits to the Company's Form 10-Q for the period in which the Note and Security Agreement were executed.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See Item 1.01 above which 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: July 12, 2017