

KODIAK OIL & GAS CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/28/10

Address	1625 BROADWAY SUITE 250 DENVER, CO 80202
Telephone	303-592-8075
CIK	0001322866
Symbol	KOG
SIC Code	1382 - Oil and Gas Field Exploration Services
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Kodiak Oil & Gas Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:



May 28, 2010

Dear Shareholder:

The upcoming meeting of shareholders of Kodiak Oil & Gas Corp. is scheduled to be held on Thursday, June 3, 2010 at 1625 Broadway, Suite 820, Denver, Colorado 80202. Whether or not you expect to attend the meeting, please take a moment to vote your shares in accordance with the procedures set forth in our 2010 Proxy Statement previously delivered to you. Our 2010 Proxy Statement and 2009 Annual Report on Form 10-K, including financial statements, are available through the Securities and Exchange Commission's website at <http://www.sec.gov>, through our website at <http://www.kodiakog.com> and through <http://www.sedar.com>.

Subsequent to the filing and mailing of our 2010 Proxy Statement, we retained The Altman Group, Inc. to assist in the solicitation of proxies and to provide related advice and informational support with respect to the meeting. The associated fees and customary expenses are expected to total approximately \$10,000. Solicitations by The Altman Group, Inc. may be made personally or by mail, e-mail, facsimile, telephone, messenger or via the Internet. In addition, we have agreed to indemnify The Altman Group, Inc. and its employees against certain liabilities arising from or in connection with the engagement.

Thank you for your support.

Sincerely yours,

Kodiak Oil & Gas Corp.

/s/ James P. Henderson

James P. Henderson
Secretary and Chief Financial Officer
