

MDU RESOURCES GROUP INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 03/24/17

Address	1200 WEST CENTURY AVENUE BISMARCK, ND 58503
Telephone	701-530-1059
CIK	0000067716
Symbol	MDU
SIC Code	1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry	Multiline Utilities
Sector	Utilities
Fiscal Year	12/31

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

SCHEDULE 14A INFORMATION

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 under §240.14a-12

MDU Resources Group, Inc.
(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:



Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945



**MDU RESOURCES GROUP, INC.
ANNUAL MEETING OF STOCKHOLDERS**

May 9, 2017

11:00 a.m. CDT

MDU Service Center

909 Airport Road

Bismarck, ND

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to be Held on May 9, 2017.**

Notice is hereby given that the Annual Meeting of Stockholders of MDU Resources Group, Inc. will be held at the MDU Service Center, 909 Airport Road, Bismarck, ND on May 9, 2017 at 11:00 a.m. CDT.

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at www.proxydocs.com/mdu.

If you want to receive a paper copy or an email with links to the electronic materials, you must request one. There is NO charge for requesting a copy. Please make your request for a copy as instructed on the reverse side of this Notice on or before April 25, 2017, to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends a vote "FOR" all nominees in Item 1.

1. Election of Directors

01 Thomas Everist	05 A. Bart Holaday	08 Patricia L. Moss
02 Karen B. Fagg	06 Dennis W. Johnson	09 Harry J. Pearce
03 David L. Goodin	07 William E. McCracken	10 John K. Wilson
04 Mark A. Hellerstein		

The Board of Directors recommends a vote "FOR 1 YEAR" in Item 2.

2. Advisory vote to approve the frequency of the vote to approve the compensation paid to the company's named executive officers.

The Board of Directors recommends a vote "FOR" Items 3, 4, and 5.

3. Advisory vote to approve the compensation paid to the company's named executive officers.

4. Ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2017.

5. Advisory vote to approve an amendment to the company's bylaws to adopt an exclusive forum for internal corporate claims.

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at www.proxypush.com/mdu.

- Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. CDT on May 8, 2017.
- Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked , signed, and returned your proxy card.

To request paper copies of the proxy materials, which include the Proxy Card, Proxy Statement, and Annual Report, please contact us via:



Internet/Mobile - Access the Internet and go to www.investorelections.com/mdu. Follow the instructions to log in and order copies.



Telephone - Call us free of charge at 1-877-536-3553 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.



Email - Send us an email at paper@investorelections.com with "MDU Materials Request" in the subject line.

The email must include:

- The 11-digit control # located in the box in the upper right hand corner on the front of this Notice.
- Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address.
- If you would like this election to apply to delivery of material for all future stockholder meetings, write the word "Permanent" and include the last 4 digits of your Social Security Number or Tax ID Number in the email.



In Person - If you choose to vote these shares in person at the annual meeting, you must follow the requirements for admission to the meeting contained in the Proxy Statement for the 2017 Annual Meeting. You must present a valid photo identification, such as a driver's license, proof of stock ownership, and an admission ticket to the meeting. To request an admission ticket, call (701) 530-1000.

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 09, 2017**

MDU RESOURCES GROUP, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 10, 2017
Date: May 09, 2017 **Time:** 11:00 AM CDT
Location: MDU Service Center
909 Airport Road
Bismarck, ND 58501

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to
obtain proxy materials and voting
instructions.**

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Combined Proxy Statement and Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow → (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* *: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors

Nominees

01 Thomas Everist

02 Karen B. Fagg

03 David L. Goodin

04 Mark A. Hellerstein

05 A. Bart Holaday

06 Dennis W. Johnson

07 William E. McCracken

08 Patricia L. Moss

09 Harry J. Pearce

10 John K. Wilson

The Board of Directors recommends you vote 1 YEAR on the following proposal:

2. Advisory vote to approve the frequency of the vote to approve the compensation paid to the company's named executive officers.

The Board of Directors recommends you vote FOR the following proposal(s):

3. Advisory vote to approve the compensation paid to the company's named executive officers.

4. Ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2017.

5. Advisory vote to approve an amendment to the company's bylaws to adopt an exclusive forum for internal corporate claims.

Voting items Continued

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Voting Instructions