

# MDU RESOURCES GROUP INC

## **FORM 8-K** (Current report filing)

Filed 11/21/17 for the Period Ending 11/16/17

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

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**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): **November 16, 2017**

**MDU Resources Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-03480**  
(Commission  
File Number)

**41-0423660**  
(I.R.S. Employer  
Identification No.)

**1200 West Century Avenue**  
**P.O. Box 5650**  
**Bismarck, North Dakota 58506-5650**  
(Address of principal executive offices)  
(Zip Code)

Registrant's telephone number, including area code: **(701) 530-1000**

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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 (CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR §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.

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## Item 8.01. Other Events.

The Board of Directors (“Board”) of MDU Resources Group, Inc. (“MDU Resources”) has authorized MDU Resources’ management to evaluate and pursue a holding company reorganization (the “Reorganization”). Regulatory applications for preapproval of the reorganization will be filed with the Federal Energy Regulatory Commission and state regulatory commissions where required.

Regulated electric and natural gas utility operations in the states of North Dakota, South Dakota, Montana, Wyoming, and Minnesota are currently conducted through divisions of MDU Resources, while the regulated natural gas utility operations in the states of Idaho, Washington, and Oregon are operated through subsidiaries of MDU Resources. Following the Reorganization, all utility operations would be conducted through wholly owned subsidiaries of the new parent holding company (“HoldCo”).

Upon consummation of the Reorganization, each outstanding share of MDU Resources common stock would automatically convert into a share of common stock of HoldCo on a one-for-one basis. Shareholders of MDU Resources immediately prior to consummation of the Reorganization would own the same relative percentages of HoldCo upon the consummation of the Reorganization. Shareholder approval is not expected to be required to consummate the Reorganization under the provisions of the Delaware General Corporation Code. The Reorganization is not expected to result in any new tax liabilities for MDU Resources or its stakeholders, including shareholders.

MDU Resources believes that it is in the best interests of its customers and shareholders to reorganize into a holding company structure. The Reorganization is designed to provide further separation between its regulated and unregulated businesses and additional financing flexibility. The Reorganization is not being pursued in connection with any particular corporate transaction, and no material operational or financial impact is expected.

The Reorganization is subject to approval by federal and state regulatory commissions, consents from various third parties and final Board approval. Subject to such conditions, the Reorganization is expected to become effective on January 1, 2019.

## Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits  
[99](#) Press Release issued November 21, 2017

*The information in this Current Report on Form 8-K includes certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. The forward-looking statements contained in this release, including expectations and beliefs regarding the Reorganization are believed by the company to have a reasonable basis. Nonetheless, actual results may differ materially from the projected results expressed in the forward-looking statements. Factors that could cause actual results to differ from those expressed in the forward-looking statements include whether the necessary approvals for the Reorganization will be obtained when anticipated or at all, whether the necessary approvals will require any changes to the Reorganization, whether additional approvals will be required, stock market and stock analyst reaction to the Reorganization, and impact to MDU Resources’ credit ratings, if any, among other factors. For a discussion of other important factors that could cause actual results to differ materially from those expressed in the forward-looking statements, refer to Item 1A - Risk Factors in MDU Resources’ most recent Form 10-K and its subsequent filings with the Securities and Exchange Commission.*

**SIGNATURE**

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.

Date: November 21, 2017

**MDU Resources Group, Inc.**

By: /s/ Jason L. Vollmer

Jason L. Vollmer  
Vice President, Chief Financial  
Officer and Treasurer

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
<a href="#"><u>99</u></a>	Press Release issued November 21, 2017

## NEWS RELEASE



1200 W. Century Ave.  
 Bismarck, ND 58503  
 Mailing Address:  
 P.O. Box 5850  
 Bismarck, ND 58506-5850  
 (701) 530-0900

### MDU Resources Announces Potential Holding Company Reorganization

**BISMARCK, N.D.** - Nov. 21, 2017 - MDU Resources Group, Inc. (NYSE: MDU) announced today that its Board of Directors has directed senior management to explore reorganization to a holding company structure. The purpose of a potential reorganization would be to make Montana-Dakota Utilities Co. and Great Plains Natural Gas Co., which today are divisions of MDU Resources, into subsidiaries of the holding company, just as MDU Resources' other operating companies are wholly owned subsidiaries.

"We will explore reorganizing the structure of our company for the purpose of simplifying it. If we proceed, all our operating companies would be subsidiaries of the MDU Resources Group holding company," said David L. Goodin, president and CEO of MDU Resources. "We expect a reorganization would make it easier to transact business in a number of areas, including regulatory matters, risk management and debt financing."

MDU Resources will submit regulatory filings in 2018 in required jurisdictions. If MDU Resources proceeds with the reorganization, and subject to regulatory and other approvals, the company expects the transition to be effective Jan. 1, 2019.

As part of the reorganization, and as required by law, each outstanding share of company common stock would be converted automatically on a one-for-one basis into a share of common stock of the new holding company. The stock would continue to trade on the New York Stock Exchange under the symbol MDU, as it has since 1948.

#### About MDU Resources

*MDU Resources Group, Inc., a member of the S&P MidCap 400 index and the S&P High-Yield Dividend Aristocrats index, is Building a Strong America<sup>®</sup> by providing essential products and services through its regulated energy delivery and construction materials and services businesses. For more information about MDU Resources, see the company's website at [www.mdu.com](http://www.mdu.com) or contact the Investor Relations Department at [investor@mduresources.com](mailto:investor@mduresources.com).*

#### Contacts

**Media:** Laura Lueder, manager of communications and public relations, 701-530-1095

**Financial:** Jason Vollmer, vice president, chief financial officer and treasurer, 701-530-1755