

MDU RESOURCES GROUP INC

Form 8-K

May 10, 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): May 9, 2017

MDU Resources Group, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-03480 | 41-0423660 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

MDU Resources Group, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 9, 2017. Five Company proposals were submitted to stockholders as described in the Company's Proxy Statement dated March 24, 2017. The proposals and the results of the stockholder vote are as follows.

1.

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|---|----------------|-------------------|-------------|---------------------|
| Proposal to elect ten directors for one-year terms: | | | | |
| Thomas Everist | 133,166,816.22 | 5,387,850.87 | 355,056.84 | 38,987,320.00 |
| Karen B. Fagg | 135,992,038.79 | 2,558,545.25 | 359,139.88 | 38,987,320.00 |
| David L. Goodin | 135,350,190.58 | 3,186,540.17 | 372,993.17 | 38,987,320.00 |
| Mark A. Hellerstein | 137,438,098.33 | 1,099,912.45 | 371,713.15 | 38,987,320.00 |
| A. Bart Holaday | 136,421,337.77 | 2,079,919.81 | 2405,466.35 | 38,990,320.00 |
| Dennis W. Johnson | 133,393,197.92 | 5,120,813.76 | 395,712.24 | 38,987,320.00 |
| William E. McCracken | 136,392,947.85 | 2,127,588.64 | 389,187.44 | 38,987,320.00 |
| Patricia L. Moss | 134,386,047.17 | 4,163,565.02 | 360,111.74 | 38,987,320.00 |
| Harry J. Pearce | 134,193,310.60 | 4,315,505.96 | 3400,907.37 | 38,987,320.00 |
| John K. Wilson | 134,266,302.00 | 4,238,730.95 | 404,690.97 | 38,987,320.00 |

All of the Company's nominees were elected, having received more votes cast "for" their election than "against" their election.

2.

| | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|---|----------------|---------------|---------------|-------------|---------------------|
| Advisory vote to approve the frequency of the vote to approve the compensation paid to the Company's named executive officers | 117,939,666.11 | 61,182,583.59 | 19,180,586.61 | 5606,887.60 | 38,987,320.00 |

The vote of a majority of our common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal voted in favor of holding an advisory vote to approve the compensation paid to the Company's named executive officers every year.

Based on these results and good corporate governance, the Board of Directors determined at its meeting held on May 10, 2017, that the Company will include a non-binding stockholder advisory vote in its proxy materials every year to approve the compensation of its named executive officers, as disclosed pursuant to the Securities and Exchange Commission's

compensation disclosure rules. The Company will hold such annual advisory votes until the next required vote on the frequency of stockholder votes on named executive officer compensation. The Company is required to hold votes on frequency every six calendar years.

3.

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|--|-----------------|-------------------|---------------|---------------------|
| Advisory vote to approve the compensation paid to the Company's named executive officers | 133,083,212.266 | 4,662,250.920 | 1,164,260.752 | 38,987,320.000 |

The proposal was approved, on a non-binding advisory basis, having received the affirmative vote of a majority of the common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal.

4.

| | Shares For | Shares Against | Abstentions |
|--|-----------------|-------------------|-------------|
| Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2017 | 175,412,840.903 | 1,792,728.039 | 691,474.996 |

The proposal was approved, having received the affirmative vote of a majority of the common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal.

5.

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|---|----------------|-------------------|---------------|---------------------|
| Advisory vote to approve an amendment to the Company's bylaws to adopt an exclusive forum for internal corporate claims | 99,559,625.856 | 38,288,852.660 | 1,061,245.422 | 38,987,320.000 |

The proposal was approved, on a non-binding advisory basis, having received the affirmative vote of a majority of the common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal.

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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: May 10, 2017

MDU Resources Group, Inc.

By: /s/ Daniel S. Kuntz

Daniel S. Kuntz
Vice President, General Counsel
and Secretary