

MDU RESOURCES GROUP INC  
Form 8-K  
April 25, 2013

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): April 23, 2013

MDU Resources Group, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-3480<br>(Commission<br>File Number) | 41-0423660<br>(I.R.S. Employer<br>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))
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## 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 April 23, 2013. Three Company proposals were submitted to stockholders as described in the Company's Proxy Statement dated March 13, 2013. The proposals and the results of the stockholder vote are as follows.

|   | Shares<br>For   | Shares<br>Against | Abstentions | Broker<br>Non-Votes |
|---|-----------------|-------------------|-------------|---------------------|
| Proposal to elect ten directors for one-year terms: |                 |                   |             |                     |
| Thomas Everist                                      | 126,071,796.059 | 1,422,078.675     | 590,537.787 | 40,106,056.000      |
| Karen B. Fagg                                       | 126,606,504.962 | 864,584.367       | 613,323.192 | 40,106,056.000      |
| David L. Goodin                                     | 126,177,257.737 | 1,316,441.655     | 590,713.129 | 40,106,056.000      |
| A. Bart Holaday                                     | 126,041,953.612 | 1,334,910.380     | 707,548.529 | 40,106,056.000      |
| Dennis W. Johnson                                   | 126,238,581.456 | 1,233,885.595     | 611,945.470 | 40,106,056.000      |
| Thomas C. Knudson                                   | 126,404,824.897 | 998,189.412       | 681,398.212 | 40,106,056.000      |
| Patricia L. Moss                                    | 126,145,972.263 | 1,278,088.270     | 660,351.988 | 40,106,056.000      |
| Harry J. Pearce                                     | 125,883,382.244 | 1,550,948.908     | 650,081.369 | 40,106,056.000      |
| J. Kent Wells                                       | 125,851,799.035 | 1,562,204.511     | 670,408.975 | 40,106,056.000      |
| John K. Wilson                                      | 126,233,818.233 | 1,138,466.933     | 712,127.355 | 40,106,056.000      |

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

|  | Shares<br>For   | Shares<br>Against | Abstentions   |
|--|-----------------|-------------------|---------------|
| Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for 2013 | 165,435,064.933 | 1,748,570.707     | 1,006,832.881 |

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.

|  | Shares<br>For   | Shares<br>Against | Abstentions   | Broker<br>Non-Votes |
|--|-----------------|-------------------|---------------|---------------------|
| Proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers | 123,138,302.415 | 3,242,028.514     | 1,704,081.592 | 40,106,056.000      |

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.

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: April 25, 2013

MDU Resources Group, Inc.

By: /s/ Paul K. Sandness

Paul K. Sandness  
General Counsel and Secretary