

MDU RESOURCES GROUP INC
Form 8-K/A
May 13, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
(Amendment No. 1)

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 26, 2011

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

Delaware
(State or other
jurisdiction of
incorporation)

1-3480

(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

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)

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- ☐ 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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Explanatory Note

MDU Resources Group, Inc. (the “Company”) is filing this amendment to its Current Report on Form 8-K, dated April 27, 2011 (the “Original Filing”), to disclose the Company’s decision on how frequently it will include a stockholder vote to approve the compensation of its named executive officers in its proxy materials.

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

The Company’s Annual Meeting of Stockholders was held on April 26, 2011. Five Company proposals were submitted to stockholders as described in the Company’s 2011 Proxy Statement dated March 11, 2011. The proposals and the results of the stockholder vote are as follows.

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|---|-----------------|-------------------|-------------|---------------------|
| Proposal to elect ten directors for one-year terms: | | | | |
| Thomas Everist | 121,409,196.454 | 2,232,945.293 | 627,471.097 | 42,008,581.000 |
| Karen B. Fagg | 122,232,788.918 | 1,392,265.270 | 644,558.656 | 42,008,581.000 |
| Terry D. Hildestad | 122,554,526.848 | 1,119,910.792 | 595,175.204 | 42,008,581.000 |
| A. Bart Holaday | 122,028,121.172 | 1,576,624.763 | 664,866.909 | 42,008,581.000 |
| Dennis W. Johnson | 122,286,214.014 | 1,334,923.353 | 648,475.477 | 42,008,581.000 |
| Thomas C. Knudson | 122,307,811.653 | 1,301,603.740 | 660,197.451 | 42,008,581.000 |
| Richard H. Lewis | 122,164,185.682 | 1,436,707.617 | 668,719.545 | 42,008,581.000 |
| Patricia L. Moss | 120,807,700.814 | 2,719,347.471 | 742,564.559 | 42,008,581.000 |
| Harry J. Pearce | 121,633,638.899 | 1,998,564.890 | 637,409.055 | 42,008,581.000 |
| John K. Wilson | 121,904,077.626 | 1,687,882.619 | 677,652.599 | 42,008,581.000 |

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

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|---|-----------------|-------------------|---------------|---------------------|
| Proposal to approve the material terms of the performance goals under the MDU Resources Group, Inc. Long-Term Performance-Based Incentive Plan for purposes of Internal Revenue Code Section 162(m) | 117,752,949.429 | 5,237,061.631 | 1,279,601.784 | 42,008,581.000 |

The proposal was approved, having received the affirmative vote of a majority of the outstanding shares of common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal, as well as a majority of votes cast in favor of approval for purposes of Section 162(m).

| | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|--|-----------------|-------------------|-------------|---------------------|
| Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for 2011 | 157,913,377.214 | 7,609,144.193 | 755,672.437 | 0.000 |

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 For | Shares Against | Abstentions | Broker Non-Votes |
|--|------------------|-------------------|----------------|---------------------|
| Advisory vote to approve the compensation paid to the Company's named executive officers | 116,259,435.0726 | 129,521.3801 | 1,880,656.3924 | 2,008,581.000 |

The proposal was approved, in an advisory vote, 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.

| | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|---|------------------|----------------|----------------|----------------|---------------------|
| Advisory vote on frequency of vote to approve the compensation paid to the Company's named executive officers | 106,397,224.1912 | 2,069,976.3981 | 4,086,139.5751 | 1,716,097.6804 | 2,008,756.000 |

The stockholders recommended a frequency of "1 year." The frequency of "1 year" 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 and also approval of a majority of the votes cast.

Based on these results and good corporate governance, the Board of Directors determined at its meeting held on May 12, 2011, 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.

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 13, 2011

MDU Resources Group, Inc.

By: /s/ Paul K.
Sandness
Paul K. Sandness
General Counsel and Secretary
