

MDU RESOURCES GROUP INC
Form 8-K/A
February 18, 2015

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): January 4, 2015

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

Delaware	1-3480	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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 8, 2015, MDU Resources Group, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Form 8-K”) to report that Nicole A. Kivisto had been appointed President and Chief Executive Officer of the Company's utility group, which includes Montana-Dakota Utilities Co., Great Plains Natural Gas Co., Cascade Natural Gas Corporation and Intermountain Gas Company, effective January 9, 2015.

The Company is filing this amendment to the Form 8-K to report that on February 11, 2015, the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of the Company recommended, and on February 12, 2015, the Board approved, Ms. Kivisto’s compensation in connection with her promotion, including her 2015 annual incentive award opportunity and long-term incentive award opportunity.

Effective January 1, 2015, Ms. Kivisto’s annual base salary increased from \$257,140 to \$320,000.

Ms. Kivisto’s 2015 target annual incentive award opportunity changed from 45% of annual base salary, or \$115,713, to 65% of her new annual base salary, or \$208,000. Her 2015 annual incentive award opportunity was granted pursuant to the Company’s Executive Incentive Compensation Plan (the “EICP”). Ms. Kivisto’s 2015 target long-term incentive award opportunity increased from 50% of annual base salary, or \$128,570, to 90% of her new annual base salary, or \$288,000, and consists of performance shares granted under the Company’s Long-Term Performance-Based Incentive Plan. The terms and conditions of Ms. Kivisto’s annual incentive award opportunity and long-term incentive award opportunity are described in the Company’s Current Report on Form 8-K, dated February 18, 2015, which was filed with the Securities and Exchange Commission on February 18, 2015 (File No. 1-3480), which descriptions are incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 18, 2015

MDU RESOURCES GROUP, INC.

By: /s/ Doran N. Schwartz
Doran N. Schwartz
Vice President and
Chief Financial Officer