

MDU RESOURCES GROUP INC

Form 8-K

April 30, 2015

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): April 28, 2015

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)

☐ 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))

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 28, 2015. Three Company proposals were submitted to stockholders as described in the Company's Proxy Statement dated March 18, 2015, as amended March 24, 2015. 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	133,892,465.259	1,887,765.146	456,841.731	38,559,870.000
Karen B. Fagg	131,470,720.345	4,216,478.409	549,873.382	38,559,870.000
David L. Goodin	134,052,004.730	1,736,323.983	448,743.423	38,559,870.000
Mark A. Hellerstein	134,403,227.600	1,247,164.288	586,680.248	38,559,870.000
A. Bart Holaday	131,106,969.449	4,529,367.396	600,735.291	38,559,870.000
Dennis W. Johnson	132,993,606.525	2,776,991.107	466,474.504	38,559,870.000
William E. McCracken	131,422,162.662	4,241,800.887	573,108.587	38,559,870.000
Patricia L. Moss	131,413,579.303	4,354,423.202	469,069.631	38,559,870.000
Harry J. Pearce	133,918,102.747	1,861,910.649	457,058.740	38,559,870.000
John K. Wilson	134,369,887.806	1,384,965.944	482,218.386	38,559,870.000

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
Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015	172,840,446.338	1,249,416.974	707,078.824

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
Proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers	120,182,159.631	14,652,898.136	1,402,014.369	38,559,870.000

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 30, 2015

MDU Resources Group, Inc.

By: /s/ Paul K. Sandness

Paul K. Sandness
General Counsel and Secretary