
Section 1: 8-K (8-K)

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): **November 15, 2018**

MDU Resources Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-03480
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR §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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of New Director

On November 15, 2018, the Board of Directors of the Company (the "Board") appointed Edward A. Ryan to the Board, effective November 15, 2018, to serve until the 2019 Annual Meeting of Stockholders. The Board has determined that Mr. Ryan will serve on the Audit Committee and the Nominating and Governance Committee. As compensation for his service on the Board and Board committees, Mr. Ryan will receive the Company's standard compensation for non-employee directors. The Board considered the independence of Mr. Ryan under the applicable standards and determined that Mr. Ryan is an independent director. In connection with his appointment, the Company will enter into an indemnification agreement with Mr. Ryan, which will provide, among other things, that the Company will indemnify Mr. Ryan to the fullest extent permitted by applicable Delaware law and in excess of that expressly permitted by statute, but not to the extent prohibited by law. The terms of the indemnification agreement are described in the Company's Current Report on Form 8-K, dated August 12, 2010, which was filed with the Securities and Exchange Commission on August 17, 2010 ([File No. 1-3480](#)), which description is incorporated herein by reference. The press release announcing this election is filed as Exhibit 99 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

[99](#) Press Release issued November 15, 2018

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: November 15, 2018

MDU Resources Group, Inc.

By: /s/ Daniel S. Kuntz

Daniel S. Kuntz
Vice President, General Counsel
and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99	Press Release issued November 15, 2018

[\(Back To Top\)](#)

Section 2: EX-99 (EXHIBIT 99)

Exhibit 99

NEWS RELEASE



MDU Resources Appoints Edward A. Ryan to Board of Directors

BISMARCK, N.D. - Nov. 15, 2018 - MDU Resources Group, Inc. (NYSE: MDU) today announced that Edward A. Ryan has been appointed to the company's board of directors.

Ryan retired at the end of 2017 from his position as executive vice president and general counsel at Marriott International Inc., where he worked since 1996. He led a 250-person law department for the global company, and has extensive experience in acquisitions, contracts, compliance, SEC reporting, labor relations and more. Ryan is serving as advisor to the CEO of Marriott through the end of 2018. Prior to joining Marriott International, Ryan was a partner in the law firm of Hogan and Hartson LLP, now Hogan Lovells, and specialized in real estate.

"Ed has extensive experience with acquiring companies, which will be valuable as we continue to grow MDU Resources, particularly the construction businesses," said Harry J. Pearce, chair of the board of MDU Resources. "Ed also has a thorough understanding of law relating to publicly traded companies, and he is a steadfast advocate for ethics and compliance. His knowledge will help ensure we maintain the top-notch governance practices for which our board and corporation have been recognized in the past."

In addition to his general responsibilities on MDU Resources' board of directors, Ryan will serve on the board's Audit Committee and the Nominating and Governance Committee.

Ryan holds a juris doctorate degree from the University of Pennsylvania Law School and a bachelor's degree in economics and international relations from the University of Pennsylvania.

MDU Resources Group, Inc., a member of the S&P MidCap 400 index and the S&P High-Yield Dividend Aristocrats index, is Building a Strong America® by providing essential products and services through its regulated energy delivery and construction materials and services businesses. For more information about MDU Resources, see the company's website at www.mdu.com or contact the Investor Relations Department at investor@mduresources.com.

Financial Contact: Jason Vollmer, vice president, chief financial officer and treasurer, 701-530-1755

Media Contact: Laura Lueder, manager of communications and public affairs, 701-530-1095

Media Advisory: Photo of Edward A. Ryan available for download at <https://www.mdu.com/images/default-source/default-album/edryan.jpeg>.

[\(Back To Top\)](#)