

## Section 1: 8-K (8-K)

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): May 12, 2020**

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

(State or other jurisdiction of  
incorporation)  
Delaware

(Commission File Number)  
1-03480

(I.R.S. Employer Identification No.)  
30-1133956

**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))

**Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:**

| (Title of each class)                    | (Trading Symbol(s)) | (Name of each exchange on which registered) |
|--|---------------------|---|
| Common Stock, par value \$1.00 per share | MDU                 | New York Stock Exchange                     |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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

The Company's Annual Meeting was held on May 12, 2020. Three Company proposals were submitted to stockholders as described in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 27, 2020. The proposals and the results of the stockholder vote, with fractional share totals rounded to the nearest whole share, are as follows:

### 1.

|   | Shares<br>For | Shares<br>Against | Abstentions | Broker<br>Non-Votes |
|---|---------------|-------------------|-------------|---------------------|
| Proposal to Elect Ten Directors for One-Year Terms: |               |                   |             |                     |
| Thomas Everist                                      | 141,276,670   | 4,634,498         | 377,121     | 29,096,404          |
| Karen B. Fagg                                       | 141,135,380   | 4,802,017         | 350,892     | 29,096,404          |
| David L. Goodin                                     | 142,920,775   | 2,988,888         | 378,626     | 29,096,404          |
| Mark A. Hellerstein                                 | 144,505,617   | 1,333,209         | 449,463     | 29,096,404          |
| Dennis W. Johnson                                   | 140,966,892   | 4,940,943         | 380,454     | 29,096,404          |
| Patricia L. Moss                                    | 140,425,820   | 5,487,406         | 375,063     | 29,096,404          |
| Edward A. Ryan                                      | 143,577,270   | 2,265,961         | 445,058     | 29,096,404          |
| David M. Sparby                                     | 144,112,168   | 1,751,344         | 424,777     | 29,096,404          |
| Chenxi Wang   | 144,084,545   | 1,764,249         | 439,495     | 29,096,404          |
| John K. Wilson                                      | 140,345,022   | 5,522,243         | 421,024     | 29,096,404          |

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

### 2.

|  | Shares<br>For | Shares<br>Against | Abstentions | Broker<br>Non-Votes |
|--|---------------|-------------------|-------------|---------------------|
| Advisory Vote to Approve the Compensation Paid to the Company's Named Executive Officers | 139,134,107   | 5,723,799         | 1,430,383   | 29,096,404          |

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.

3.

|   | Shares<br>For | Shares<br>Against | Abstentions |
|---|---------------|-------------------|-------------|
| Ratification of the Appointment of<br>Deloitte & Touche LLP as the<br>Company's Independent Registered<br>Public Accounting Firm for 2020 | 173,008,733   | 1,732,203         | 643,757     |

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.

**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, 2020

**MDU Resources Group, Inc.**

By: /s/ Daniel S. Kuntz

Daniel S. Kuntz  
Vice President, General Counsel  
and Secretary

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