

MDU RESOURCES GROUP INC
Form S-8 POS
March 19, 2015

As filed with the Securities and Exchange Commission on March 19, 2015

Registration No. 333-158572

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MDU RESOURCES GROUP, INC.
(Exact name of registrant as specified in its charter)
Delaware
(State or other jurisdiction of
incorporation or organization)
1200 West Century Avenue
P.O. Box 5650
Bismarck, North Dakota 58506-5650
(Address of principal executive offices, including zip code)

No. 41-0423660
(I.R.S. Employer
Identification Number)

MDU RESOURCES GROUP, INC.
401(k) RETIREMENT PLAN
(Full title of the plan)

David L. Goodin President and Chief Executive Officer MDU Resources Group, Inc. 1200 West Century Avenue Bismarck, North Dakota 58506-5650 (701) 530-1000 (Name, address and telephone number, including area code, of agents for service)	Doran N. Schwartz Vice President and Chief Financial Officer MDU Resources Group, Inc. 1200 West Century Avenue Bismarck, North Dakota 58506-5650 (701) 530-1000 (Name, address and telephone number, including area code, of agents for service)	Elizabeth W. Powers, Esq. Duane Morris LLP 1540 Broadway New York, New York 10036 (212) 692-1000
---	--	--

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

DEREGISTRATION OF SECURITIES

MDU Resources Group, Inc. filed a registration statement on Form S-8, Registration No. 333-158572, with the Securities and Exchange Commission on April 14, 2009, to register 3,000,000 shares of common stock, par value \$1.00 per share, and an indeterminate amount of interests to be offered and sold pursuant to the MDU Resources Group, Inc. 401(k) Retirement Plan. In accordance with its undertaking in Part II, Item 9(a)(3) of the registration statement, MDU Resources Group, Inc. hereby amends the registration statement to remove from registration the 531,094 shares of common stock and plan interests that remain unsold at the date hereof.

II-1

Item 8. Exhibits.

*24 Power of Attorney, filed as Exhibit 24 to Form S-8, on April 14, 2009, in Registration No. 333-158572.

*Previously filed and incorporated herein by reference.

II-2

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota, on the 18th day of March, 2015.

MDU RESOURCES GROUP, INC.

By: /s/ David L. Goodin
David L. Goodin
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David L. Goodin David L. Goodin (President and Chief Executive Officer)	Chief Executive Officer and Director	March 18, 2015
/s/ Doran N. Schwartz Doran N. Schwartz (Vice President and Chief Financial Officer)	Chief Financial Officer	March 18, 2015
/s/ Nathan W. Ring Nathan W. Ring (Vice President, Controller and Chief Accounting Officer)	Chief Accounting Officer	March 18, 2015
* Harry J. Pearce (Chairman of the Board)	Director	March 18, 2015

Signature	Title	Date
*		
Thomas Everist	Director	March 18, 2015
*		
Karen B. Fagg	Director	March 18, 2015
Mark A. Hellerstein	Director	
*		
A. Bart Holaday	Director	March 18, 2015
*		
Dennis W. Johnson	Director	March 18, 2015
William E. McCracken	Director	
*		
Patricia L. Moss	Director	March 18, 2015
*		
John K. Wilson	Director	March 18, 2015
*By: /s/ Elizabeth W. Powers		
Elizabeth W. Powers, as		
Attorney-in-Fact		

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933, the MDU Resources Group, Inc. Employee Benefits Committee, which functions as the 401(k) Retirement Plan Committee, has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota, on the 18th day of March, 2015.

MDU RESOURCES GROUP, INC.

401(k) RETIREMENT PLAN

By: /s/ Doran N. Schwartz
 Doran N. Schwartz, Chairman
 MDU Resources Group, Inc.
 Employee Benefits Committee

EXHIBIT INDEX

*24 Power of Attorney, filed as Exhibit 24 to Form S-8, on April 14, 2009, in Registration No. 333-158572.

*Previously filed and incorporated herein by reference.

II-6