

MDU RESOURCES GROUP INC  
Form POSASR  
December 05, 2016

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 5, 2016  
Registration No. 333-200174

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

MDU RESOURCES GROUP, INC.  
(Exact name of registrant as specified in its charter)  
Delaware 41-0423660  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification Number)  
1200 West Century Avenue  
P.O. Box 5650  
Bismarck, ND 58506-5650  
(701) 530-1000  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

David L. Goodin President and Chief Executive Officer MDU Resources Group, Inc. 1200 West Century Avenue Bismarck, ND 58506-5650 (701) 530-1000 (Name, address, including zip code, 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, ND 58506-5650 (701) 530-1000	Elizabeth W. Powers, Esq. Duane Morris LLP 1540 Broadway New York, New York 10036 (212) 692-1000
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Approximate date of commencement of proposed sale to public: Not applicable.  
If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  c  
If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  b  
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  c  
If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same

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offering.  c

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  b

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  c

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  b Accelerated filer  c

Non-accelerated filer  c Smaller reporting company  c

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**DEREGISTRATION OF SECURITIES**

MDU Resources Group, Inc. filed a registration statement on Form S-3, Registration No. 333-200174, with the Securities and Exchange Commission on November 13, 2014, to register 2,230,041 shares of common stock, par value \$1.00 per share, for offer and sale pursuant to the MDU Resources Group, Inc. Dividend Reinvestment and Direct Stock Purchase Plan. The board of directors of the company terminated the plan effective December 5, 2016. The company is filing this post-effective amendment to remove from registration 1,422,956 shares of common stock that remain unsold at the date hereof and to terminate the offering.

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PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

\*24Power of Attorney, filed as Exhibit 24 to Form S-3, on November 13, 2014, in Registration No. 333-200174.

\*Previously filed and incorporated herein by reference.

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SIGNATURES

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-3 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 5th day of December, 2016.

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	December 5, 2016
/s/ Doran N. Schwartz Doran N. Schwartz (Vice President and Chief Financial Officer)	Chief Financial Officer	December 5, 2016
/s/ Jason L. Vollmer Jason L. Vollmer (Vice President, Chief Accounting Officer and Treasurer)	Chief Accounting Officer	December 5, 2016

Signature	Title	Date
/s/ Harry J. Pearce* Harry J. Pearce (Chairman of the Board)	Director	December 5, 2016
/s/ Thomas Everist* Thomas Everist	Director	December 5, 2016
/s/ Karen B. Fagg* Karen B. Fagg	Director	December 5, 2016
/s/ Mark A. Hellerstein* Mark A. Hellerstein	Director	December 5, 2016
/s/ A. Bart Holaday* A. Bart Holaday	Director	December 5, 2016
/s/ Dennis W. Johnson* Dennis W. Johnson	Director	December 5, 2016
/s/ William E. McCracken* William E. McCracken	Director	December 5, 2016
/s/ Patricia L. Moss* Patricia L. Moss	Director	December 5, 2016
/s/ John K. Wilson* John K. Wilson	Director	December 5, 2016

\*By: /s/ Doran N. Schwartz  
Doran N. Schwartz  
Attorney-in-Fact

EXHIBIT INDEX

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