

MDU RESOURCES GROUP INC
Form S-8 POS
December 16, 2011

As filed with the Securities and Exchange Commission on December 16, 2011
Registration No. 333-84844

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 41-0423660
(State or other (I.R.S.
jurisdiction of Employer
incorporation Identification
or Number)
organization)

1200 West Century Avenue
P.O. Box 5650
Bismarck, North Dakota 58506-5650
(Address of principal executive offices, including zip code)

MDU RESOURCES GROUP, INC.
GROUP GENIUS INNOVATION PLAN
(Full title of the plan)

Terry D. Hildestad
President and Chief Executive
Officer
MDU Resources Group, Inc.
1200 West Century Avenue

Doran N. Schwartz
Vice President and Chief Financial
Officer
MDU Resources Group, Inc.
1200 West Century Avenue

Elizabeth W. Powers, Esq.
Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000

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Bismarck, North Dakota
58506-5650
(701) 530-1000

Bismarck, North Dakota 58506-5650
(701) 530-1000

(Name, address and telephone number, including area code, of agents for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (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. 333-84844, with the Securities and Exchange Commission on March 25, 2002, to register 100,000 shares of common stock, par value \$1.00 per share, to be issued from time to time pursuant to the Group Genius Innovation Plan. The board of directors of the company amended and restated the plan, effective November 17, 2011, to permit only the grant of cash awards. No stock options or other awards are outstanding. The company is filing this post-effective amendment to remove from registration 219,050 shares of common stock that remain unsold at the date hereof, after giving effect to stock splits that occurred on October 29, 2003 and July 26, 2006.

POWER OF ATTORNEY

Each director and/or officer of the registrant whose signature appears below hereby appoints the agents for service named on the cover of this post-effective amendment to the registration statement, and each of them severally, as his/her attorney-in-fact to sign in his/her name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission, any and all post-effective amendments to the registration statement, and the registrant hereby also appoints each such agent for service as its attorney-in-fact with like authority to sign and file any such amendment in its name and behalf.

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 16th day of December, 2011.

MDU RESOURCES GROUP, INC.

By: /s/ Terry D. Hildestad
Terry D. Hildestad
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/ Terry D. Hildestad Terry D. Hildestad (President and Chief Executive Officer) | Chief Executive Officer and Director | December 16, 2011 |
| /s/ Doran N. Schwartz Doran N. Schwartz (Vice President and Chief Financial Officer) | Chief Financial Officer | December 16, 2011 |

| | | |
|--|--------------------------|-------------------|
| /s/ Nicole A. Kivisto Nicole A. Kivisto (Vice President, Controller and Chief Accounting Officer) | Chief Accounting Officer | December 16, 2011 |
| /s/ Harry J. Pearce Harry J. Pearce (Chairman of the Board) | Director | December 16, 2011 |
| /s/ Thomas Everist Thomas Everist | Director | December 16, 2011 |
| /s/ Karen B. Fagg Karen B. Fagg | Director | December 16, 2011 |
| /s/ A. Bart Holaday A. Bart Holaday | Director | December 16, 2011 |
| /s/ Dennis W. Johnson Dennis W. Johnson | Director | December 16, 2011 |
| /s/ Thomas C. Knudson Thomas C. Knudson | Director | December 16, 2011 |
| /s/ Richard H. Lewis Richard H. Lewis | Director | December 16, 2011 |
| /s/ Patricia L. Moss Patricia L. Moss | Director | December 16, 2011 |
| /s/ John K. Wilson John K. Wilson | Director | December 16, 2011 |