

MDU RESOURCES GROUP INC
Form S-8
July 22, 2016

As filed with the
Securities and
Exchange
Commission on July
22, 2016
Registration No. 333

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

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 No. 41-0423660
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)
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.
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

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

Elizabeth W. Powers
Duane Morris LLP
1540 Broadway
New York, New York
10036
(212) 692-1000

(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. 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 Accelerated filer ..

Non-accelerated filer " Smaller reporting company "

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered(1) | Amount to be registered(2) | Proposed maximum offering price per share(3) | Proposed maximum aggregate offering price(3) | Amount of registration fee |
|---|----------------------------|--|--|----------------------------|
| Common Stock, \$1.00 par value | 4,500,000 shares | \$24.23 | \$109,035,000 | \$10,979.83 |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers any additional securities to be offered or issued in connection with a stock split, stock dividend or similar transaction.

(3) Determined on the basis of the average of the high and low sale price of the common stock as reported in the consolidated reporting system on July 18, 2016, solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We incorporate by reference in this registration statement the following documents we or the MDU Resources Group, Inc. 401(k) Retirement Plan have filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934:

1. Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 19, 2016 (SEC File No. 1-3480);

2. Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed on May 6, 2016 (SEC File No. 1-3480);

3. The MDU Resources Group, Inc. 401(k) Retirement Plan's Annual Report on Form 11 K for the year ended December 31, 2015, filed on June 17, 2016 (SEC File No. 1-3480);

4. Current Reports on Form 8-K dated February 10, 2016 and filed on February 18, 2016, as amended by Amendment No. 1 thereto filed on April 29, 2016; dated March 2, 2016 and filed on March 8, 2016; dated April 4, 2016 and filed on April 5, 2016; dated April 26, 2016 and filed on April 27, 2016, as amended by Amendment No. 1 thereto filed on April 29, 2016; and dated June 24, 2016 and filed on June 28, 2016, as amended by Amendment No. 1 thereto filed on July 21, 2016 (SEC File No. 1-3480); and

5. Description of the common stock contained in the Registration Statement on Form 8 A, filed on September 21, 1994 as amended by Amendment No. 1 thereto, filed on March 23, 2000, Amendment No. 2 thereto, filed on March 10, 2003, Amendment No. 3 thereto, filed on January 21, 2004, Amendment No. 4 thereto, filed on June 27, 2007, Amendment No. 5 thereto, filed on November 19, 2008, Amendment No. 6 thereto, filed on January 5, 2009, Amendment No. 7 thereto, filed on April 30, 2010, Amendment No. 8 thereto, filed on August 19, 2014, Amendment No. 9 thereto, filed on May 8, 2015, and any further amendment or report filed for the purpose of updating such description (SEC File No. 1 3480).

In April 2015, the FASB issued guidance on simplifying the presentation of debt issuance costs in the financial statements. This guidance requires entities to present debt issuance costs as a direct deduction to the related debt liability. The amortization of these costs will be reported as interest expense. The guidance was effective for MDU Resources Group, Inc. on January 1, 2016, and is to be applied retrospectively. The guidance required a reclassification of the debt issuance costs on the Consolidated Balance Sheets, but did not impact the Company's results of operations or cash flows. As a result of the retrospective application of this change in accounting principle, the Company reclassified debt issuance costs of \$100,000, \$100,000 and \$100,000 from prepayments and other current assets and \$5.5 million, \$6.0 million and \$5.5 million from other deferred charges and other assets to long-term debt on its Consolidated Balance Sheets at March 31, 2015, and December 31, 2015 and 2014, respectively.

All documents that we or the MDU Resources Group, Inc. 401(k) Retirement Plan subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 other than any information we furnish, rather than file, with the Securities and Exchange Commission pursuant to certain items of Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part hereof from the date of filing of such documents. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel.

The consolidated financial statements and the related financial statement schedules, incorporated in the registration statement by reference from our Annual Report on Form 10-K for the year ended December 31, 2015, and the effectiveness of our internal control over financial reporting, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements and financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The statements of net assets available for benefits of the MDU Resources Group, Inc. 401(k) Retirement Plan as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, incorporated in the registration statement by reference from the plan's Annual Report on Form 11-K for the year ended December 31, 2015, have been audited by Baker Tilly Virchow Krause, LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on the statements of net assets available for benefits of the plan as of December 31, 2015 and 2014 and the related statement of changes in net assets available for benefits for the year ended December 31, 2015). Such statements of net assets available for benefits of the plan and statement of changes in net assets available for benefits have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The validity of the common stock has been passed upon for us by Daniel S. Kuntz, Esq., our General Counsel, and by Duane Morris LLP, New York, New York. As of July 15, 2016, Mr. Kuntz owned approximately 20,057.375 shares of our common stock.

Item 6. Indemnification of Directors and Officers.

Our bylaws include the following provision:

7.07 Indemnification of Officers, Directors, Employees and Agents.

(a) Indemnification Granted. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any director or former director or officer or former officer of the Corporation (a "Director or Officer") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, non-profit entity or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines, penalties, excise taxes and penalties assessed with respect to employee benefit plans, and amounts paid in settlement actually and reasonably incurred by such Director or Officer. The Corporation shall be required to indemnify a Director or Officer in connection with a Proceeding (or part thereof) initiated by such Director or Officer only if the Proceeding (or part thereof) was authorized by the Board of Directors.

(b) Consent to Settlement or Nonadjudicated Disposition. No indemnification pursuant to this Section 7.07 shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending Proceeding unless the Corporation has given its prior consent to such settlement or disposition.

(c) Advancement of Expenses. The Corporation shall pay the expenses incurred by a Director or Officer in defending any Proceeding in advance of its final disposition, provided, however, that the payment of such expenses shall be made only upon receipt of an undertaking by the Director or Officer to repay all amounts advanced if it shall ultimately be determined that the Director or Officer is not entitled to be indemnified.

(d) Claims. If a claim for indemnification (following a final full or partial disposition of a Proceeding with respect to which indemnification is sought) or advancement of expenses (including attorneys' fees) under this Section 7.07 is not paid in full within sixty (60) days after a written claim therefor has been received by the Corporation, the Director or Officer may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim, to the fullest extent permitted by applicable law. In any such action, the Corporation shall have the burden of proving that the Director or Officer was not entitled to the requested indemnification or advancement of expenses under this Section 7.07 or applicable law.

(e) Other Indemnification and Advancement of Expenses. The Corporation may provide indemnification and advancement of expenses (including attorneys' fees) to employees and agents to the extent permitted by applicable law.

(f) Non-exclusivity of Rights. The rights conferred on any Director or Officer by this Section 7.07 shall not be exclusive of other rights to which such Director or Officer may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise. Nothing in this Section 7.07 shall limit the power of the Corporation or the Board of Directors to grant indemnification and advancement of expenses, including attorneys' fees, to directors, officers, employees and agents otherwise than pursuant to this Section 7.07.

(g) Other Source Indemnification. The Corporation's obligation to indemnify any Director or Officer who was or is serving at its request as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, non-profit entity or other enterprise shall be reduced by any amount such Director or Officer may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, non-profit entity or other enterprise.

(h) Repeal or Modification; Legal Representatives. Any repeal or modification of the foregoing provisions of this Section 7.07 shall not adversely affect any right or protection hereunder of any Director or Officer in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided to any Director or Officer by this Section 7.07 shall inure to the benefit of such Director's or Officer's legal representative.

Section 145 of the General Corporation Law of the State of Delaware provides for indemnification of our directors and officers in a variety of circumstances, which may include liabilities under the Securities Act of 1933. We maintain liability insurance protecting us, as well as our directors and certain officers, against liability by reason of their being or having been our directors or officers. In addition, we have entered into indemnification agreements with our directors and officers to provide for indemnification 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.

Item 8. Exhibits.

Restated
Certificate of
Incorporation
of MDU
Resources
Group, Inc.,
as amended,
dated May 13,
2010, filed as
*4.1 Exhibit 3(a)
to Form 10-Q
for the quarter
ended
September 30,
2010, filed on
November 3,
2010, in File
No. 1-3480.

*4.2

Bylaws of
MDU
Resources
Group, Inc.,
as amended
and restated
on April 2,
2015, filed as
Exhibit 3 to
Form 10-Q
for the quarter
ended March
31, 2015,
filed on May
8, 2015, in
File No.
1-3480.

Indenture,
dated as of
December 15,
2003,
between
MDU
Resources
Group, Inc.
and The Bank
*4.3 of New York,
as trustee,
filed as
Exhibit 4(f) to
Form S-8, on
January 21,
2004, in
Registration
No.
333-112035.

*4.4 First Supplemental Indenture, dated as of November 17, 2009, between MDU Resources Group, Inc. and The Bank of New York Mellon, as trustee, filed as Exhibit 4(c) to Form 10-K for the year ended December 31, 2009, filed on February 17, 2010, in File No. 1-3480.

*4.5 MDU Resources Group, Inc. 401(k) Retirement Plan, as restated March 1, 2011, filed as Exhibit 10(a) to Form 10-Q for the quarter ended September 30, 2011, filed on November 4, 2011, in File No. 1-3480.

*4.6 Instrument of Amendment to the MDU Resources Group, Inc. 401(k) Retirement Plan, dated

March 29,
2011, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended March
31, 2011, filed
on May 5,
2011, in File
No. 1-3480.

*4.7 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 30, 2011,
filed as
Exhibit 10(d)
to Form 10-Q
for the quarter
ended June
30, 2011, filed
on August 5,
2011, in File
No. 1-3480.

*4.8 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
2011, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2011, filed on
November 4,
2011, in File
No. 1-3480.

*4.9

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December 29,
2011, filed as
Exhibit 10(ac)
to Form 10-K
for the year
ended
December 31,
2011, filed on
February 24,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
*4.10 May 24, 2012,
filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended June
30, 2012, filed
on August 7,
2012, in File
No. 1-3480.

*4.11 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
August 29,
2012, filed as
Exhibit 10(a)
to Form 10-Q

for the quarter
ended
September 30,
2012, filed on
November 7,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
August 29,
*4.122012, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2012, filed on
November 7,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December 19,
*4.132012, filed as
Exhibit 10(z)
to Form 10-K
for the year
ended
December 31,
2012, filed on
February 28,
2013, in File
No. 1-3480.

*4.14Instrument of
Amendment
to the MDU

Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
2013, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2013, filed on
November 7,
2013, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
*4.15 2013, filed as
Exhibit 10(c)
to Form 10-Q
for the quarter
ended
September 30,
2013, filed on
November 7,
2013, in File
No. 1-3480.

*4.16 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 23,
2013, filed as
Exhibit 10(d)
to Form 10-Q
for the quarter
ended

September 30,
2013, filed on
November 7,
2013, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December 31,
*4.17 2013, filed as
Exhibit 10(aa)
to Form 10-K
for the year
ended
December 31,
2013, filed on
February 21,
2014, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
*4.18 March 13,
2014, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended March
31, 2014, filed
on May 7,
2014, in File
No. 1-3480.

*4.19 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 5, 2014,
filed as
Exhibit 10(a)
to Form
10-Q for the
quarter
ended June
30, 2014,
filed on
August 8,
2014, in File
No. 1-3480.

*4.20 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
July 7, 2014,
filed as
Exhibit 4.20
to Form S-8,
filed on
August 26,
2014, in
Registration
No.
333-198364.

*4.21 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
August 18,
2014, filed as

Exhibit 4.21
to Form S-8,
filed on
August 26,
2014, in
Registration
No.
333-198364.

*4.22 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September
30, 2014,
filed as
Exhibit 10(b)
to Form
10-Q for the
quarter
ended
September
30, 2014,
filed on
November 7,
2014, in File
No. 1-3480.

*4.23 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
November
25, 2014,
filed as
Exhibit
10(ah) to
Form 10-K
for the year
ended
December
31, 2014,
filed on

February 20,
2015, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December
11, 2014,
*4.24 filed as
Exhibit
10(ai) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December
11, 2014,
*4.25 filed as
Exhibit
10(aj) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

*4.26

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December
30, 2014,
filed as
Exhibit
10(ak) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
February 17,
2015, filed as
*4.27 Exhibit 10(a)
to Form
10-Q for the
quarter
ended March
31, 2015,
filed on May
8, 2015, in
File No.
1-3480.

*4.28 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement

Plan, dated
March 13,
2015, filed as
Exhibit 10(b)
to Form
10-Q for the
quarter
ended March
31, 2015,
filed on May
8, 2015, in
File No.
1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 30,
*4.29 2015, filed as
Exhibit 10(a)
to Form
10-Q for the
quarter
ended June
30, 2015,
filed on
August 4,
2015, in File
No. 1-3480.

*4.30 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
November
19, 2015,
filed as
Exhibit
10(ap) to
Form 10-K
for the year
ended

December
31, 2015,
filed on
February 19,
2016, in File
No. 1-3480.

*4.31 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
January 22,
2016, filed as
Exhibit 10(c)
to Form
10-Q for the
quarter
ended March
31, 2016,
filed on May
6, 2016, in
File No.
1-3480.

*4.32 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
March 10,
2016, filed as
Exhibit 10(d)
to Form
10-Q for the
quarter
ended March
31, 2016,
filed on May
6, 2016, in
File No.
1-3480.

4.33 Instrument of
Amendment

to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 9, 2016.

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- 5.1 Opinion of Daniel S. Kuntz, Esq., General Counsel to the Company.
- 5.2 Opinion of Duane Morris LLP, counsel to the Company.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Baker Tilly Virchow Krause, LLP.
- 23.3 The consents of Daniel S. Kuntz and Duane Morris LLP are contained in their opinions filed as Exhibits 5.1 and 5.2, respectively, hereto.
- 24 Power of Attorney (see signature pages).

*Previously filed and incorporated herein by reference.

We will submit or have submitted the MDU Resources Group, Inc. 401(k) Retirement Plan and any amendment thereto to the Internal Revenue Service (the "IRS") in a timely manner and have made or will make all changes required by the IRS in order to qualify the plan, as amended, under Section 401 of the Internal Revenue Code.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

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Provided, however, That paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 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 amendments, including post-effective amendments, to this 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 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 21st day of July, 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 registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|-----------------------------|---------------|
| /s/ David L. Goodin | Chief Executive Officer and | July 21, 2016 |
| David L. Goodin (President and Chief Executive Officer) | Director | |
| /s/ Doran N. Schwartz | Chief Financial Officer | July 21, 2016 |
| Doran N. Schwartz (Vice President and Chief Financial Officer) | | |

| Signature | Title | Date |
|---|--------------------------|---------------|
| /s/ Jason L. Vollmer Jason L. Vollmer (Vice President, Chief Accounting Officer and Treasurer) | Chief Accounting Officer | July 21, 2016 |
| /s/ Harry J. Pearce Harry J. Pearce (Chairman of the Board) | Director | July 21, 2016 |
| /s/ Thomas Everist Thomas Everist | Director | July 21, 2016 |
| /s/ Karen B. Fagg Karen B. Fagg | Director | July 21, 2016 |
| /s/ Mark A. Hellerstein Mark A. Hellerstein | Director | July 21, 2016 |
| /s/ A. Bart Holaday A. Bart Holaday | Director | July 21, 2016 |
| /s/ Dennis W. Johnson Dennis W. Johnson | Director | July 21, 2016 |
| /s/ William E. McCracken William E. McCracken | Director | July 21, 2016 |
| /s/ Patricia L. Moss Patricia L. Moss | Director | July 21, 2016 |
| /s/ John K. Wilson John K. Wilson | Director | July 21, 2016 |

POWER OF ATTORNEY

The MDU Resources Group, Inc. 401(k) Retirement Plan hereby appoints the agents for service named on the cover of this registration statement, and each of them severally, as its attorney-in-fact to sign in its name and behalf and to file with the Securities and Exchange Commission any and all amendments including post-effective amendments to this registration statement.

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 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 21st day of July, 2016.

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

*4.1 Restated
Certificate of
Incorporation
of MDU
Resources
Group, Inc.,
as amended,
dated May 13,
2010, filed as
Exhibit 3(a) to
Form 10-Q
for the quarter
ended
September 30,
2010, filed on
November 3,
2010, in File
No. 1-3480.

*4.2 Bylaws of
MDU
Resources
Group, Inc.,
as amended
and restated
on April 2,
2015, filed as
Exhibit 3 to
Form 10-Q
for the quarter
ended March
31, 2015, filed
on May 8,
2015, in File
No. 1-3480.

*4.3 Indenture,
dated as of
December 15,
2003, between
MDU
Resources
Group, Inc.
and The Bank
of New York,
as trustee,
filed as
Exhibit 4(f) to
Form S-8, on

January 21,
2004, in
Registration
No.
333-112035.

*4.4 First
Supplemental
Indenture,
dated as of
November 17,
2009, between
MDU
Resources
Group, Inc.
and The Bank
of New York
Mellon, as
trustee, filed
as Exhibit
4(c) to Form
10-K for the
year ended
December 31,
2009, filed on
February 17,
2010, in File
No. 1-3480.

*4.5 MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, as
restated
March 1,
2011, filed as
Exhibit 10(a)
to Form 10-Q
for the quarter
ended
September 30,
2011, filed on
November 4,
2011, in File
No. 1-3480.

*4.6 Instrument of
Amendment
to the MDU

Resources
Group, Inc.
401(k)
Retirement
Plan, dated
March 29,
2011, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended March
31, 2011, filed
on May 5,
2011, in File
No. 1-3480.

*4.7 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 30, 2011,
filed as
Exhibit 10(d)
to Form 10-Q
for the quarter
ended June
30, 2011, filed
on August 5,
2011, in File
No. 1-3480.

*4.8 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
2011, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2011, filed on

November 4,
2011, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December 29,
*4.9 2011, filed as
Exhibit 10(ac)
to Form 10-K
for the year
ended
December 31,
2011, filed on
February 24,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
*4.10 May 24, 2012,
filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended June
30, 2012, filed
on August 7,
2012, in File
No. 1-3480.

*4.11 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated

August 29,
2012, filed as
Exhibit 10(a)
to Form 10-Q
for the quarter
ended
September 30,
2012, filed on
November 7,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
August 29,
*4.12 2012, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2012, filed on
November 7,
2012, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December 19,
*4.13 2012, filed as
Exhibit 10(z)
to Form 10-K
for the year
ended
December 31,
2012, filed on
February 28,
2013, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
*4.14 2013, filed as
Exhibit 10(b)
to Form 10-Q
for the quarter
ended
September 30,
2013, filed on
November 7,
2013, in File
No. 1-3480.

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Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September 9,
2013, filed as
*4.15 Exhibit 10(c)
to Form
10-Q for the
quarter
ended
September
30, 2013,
filed on
November 7,
2013, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
September
23, 2013,
filed as
*4.16 Exhibit 10(d)
to Form
10-Q for the
quarter
ended
September
30, 2013,
filed on
November 7,
2013, in File
No. 1-3480.

*4.17 Instrument of
Amendment
to the MDU
Resources
Group, Inc.

401(k)
Retirement
Plan, dated
December
31, 2013,
filed as
Exhibit
10(aa) to
Form 10-K
for the year
ended
December
31, 2013,
filed on
February 21,
2014, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
March 13,
2014, filed as
*4.18 Exhibit 10(b)
to Form
10-Q for the
quarter
ended March
31, 2014,
filed on May
7, 2014, in
File No.
1-3480.

*4.19 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 5, 2014,
filed as
Exhibit 10(a)
to Form

10-Q for the
quarter
ended June
30, 2014,
filed on
August 8,
2014, in File
No. 1-3480.

*4.20 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
July 7, 2014,
filed as
Exhibit 4.20
to Form S-8,
filed on
August 26,
2014, in
Registration
No.
333-198364.

*4.21 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
August 18,
2014, filed as
Exhibit 4.21
to Form S-8,
filed on
August 26,
2014, in
Registration
No.
333-198364.

*4.22 Instrument of
Amendment
to the MDU
Resources

Group, Inc.
401(k)
Retirement
Plan, dated
September
30, 2014,
filed as
Exhibit 10(b)
to Form
10-Q for the
quarter
ended
September
30, 2014,
filed on
November 7,
2014, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
November
25, 2014,
filed as
*4.23 Exhibit
10(a) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

*4.24 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December

11, 2014,
filed as
Exhibit
10(ai) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December
11, 2014,
filed as
*4.25 Exhibit
10(aj) to
Form 10-K
for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

*4.26 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
December
30, 2014,
filed as
Exhibit
10(ak) to
Form 10-K

for the year
ended
December
31, 2014,
filed on
February 20,
2015, in File
No. 1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
February 17,
2015, filed as
*4.27 Exhibit 10(a)
to Form
10-Q for the
quarter
ended March
31, 2015,
filed on May
8, 2015, in
File No.
1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
March 13,
2015, filed as
*4.28 Exhibit 10(b)
to Form
10-Q for the
quarter
ended March
31, 2015,
filed on May
8, 2015, in
File No.
1-3480.

Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 30,
2015, filed as
*4.29 Exhibit 10(a)
to Form
10-Q for the
quarter
ended June
30, 2015,
filed on
August 4,
2015, in File
No. 1-3480.

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*4.30 Instrument of Amendment to the MDU Resources Group, Inc. 401(k) Retirement Plan, dated November 19, 2015, filed as Exhibit 10(ap) to Form 10-K for the year ended December 31, 2015, filed on February 19, 2016, in File No. 1-3480.

*4.31 Instrument of Amendment to the MDU Resources Group, Inc. 401(k) Retirement Plan, dated January 22, 2016, filed as Exhibit 10(c) to Form 10-Q for the quarter ended March 31, 2016, filed on May 6, 2016, in File No. 1-3480.

*4.32 Instrument of Amendment to the MDU Resources Group, Inc. 401(k)

- Retirement
Plan, dated
March 10,
2016, filed as
Exhibit 10(d)
to Form
10-Q for the
quarter
ended March
31, 2016,
filed on May
6, 2016, in
File No.
1-3480.
- 4.33 Instrument of
Amendment
to the MDU
Resources
Group, Inc.
401(k)
Retirement
Plan, dated
June 9, 2016.
- 5.1 Opinion of
Daniel S.
Kuntz, Esq.,
General
Counsel to
the
Company.
- 5.2 Opinion of
Duane
Morris LLP,
counsel to
the
Company.
- 23.1 Consent of
Deloitte &
Touche LLP.
- 23.2 Consent of
Baker Tilly
Virchow
Krause, LLP.
- 23.3 The consents
of Daniel S.

Kuntz and
Duane
Morris LLP
are contained
in their
opinions
filed as
Exhibits 5.1
and 5.2,
respectively,
hereto.

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Power of
Attorney (see
signature
pages).

*Previously filed and incorporated
herein by reference.

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