

MDU RESOURCES GROUP INC  
Form DEFA14A  
March 24, 2017

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

MDU Resources Group, Inc.

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2)Form, Schedule or Registration Statement No.:

3)Filing Party:

4)Date Filed:

---

Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945

MDU  
RESOURCES  
GROUP, INC.  
ANNUAL  
MEETING OF  
STOCKHOLDERS  
May 9, 2017  
11:00 a.m. CDT  
MDU Service  
Center  
909 Airport Road  
Bismarck, ND

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to be Held on May 9, 2017.

Notice is hereby given that the Annual Meeting of Stockholders of MDU Resources Group, Inc. will be held at the MDU Service Center, 909 Airport Road, Bismarck, ND on May 9, 2017 at 11:00 a.m. CDT.

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at [www.proxydocs.com/mdu](http://www.proxydocs.com/mdu).

If you want to receive a paper copy or an email with links to the electronic materials, you must request one. There is NO charge for requesting a copy. Please make your request for a copy as instructed on the reverse side of this Notice on or before April 25, 2017, to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends a vote "FOR" all nominees in Item 1.

1. Election of Directors

|                        |                            |                           |
|------------------------|----------------------------|---------------------------|
| 01 Thomas Everist      | 05 A. Bart<br>Holaday      | Patricia<br>08 L.<br>Moss |
| 02 Karen B. Fagg       | 06 Dennis W.<br>Johnson    | 09 Harry J.<br>Pearce     |
| 03 David L. Goodin     | 07 William E.<br>McCracken | 10 John K.<br>Wilson      |
| 04 Mark A. Hellerstein |                            |                           |

The Board of Directors recommends a vote "FOR  
1 YEAR" in Item 2.

Advisory vote to approve the frequency of the vote  
2. to approve the compensation paid to the company's  
named executive officers.

The Board of Directors recommends a vote "FOR"  
Items 3, 4, and 5.

3. Advisory vote to approve the compensation paid to the company's named executive officers.  
Ratification of the appointment of Deloitte &
4. Touche LLP as the company's independent registered public accounting firm for 2017.  
Advisory vote to approve an amendment to the
5. company's bylaws to adopt an exclusive forum for internal corporate claims.

**THIS IS NOT A FORM FOR VOTING**

You may immediately vote your proxy on the Internet at [www.proxypush.com/mdu](http://www.proxypush.com/mdu).

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. CDT on May 8, 2017.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, and returned your proxy card.

---

To request paper copies of the proxy materials, which include the Proxy Card, Proxy Statement, and Annual Report, please contact us via:

Internet/Mobile - Access the Internet and go to [www.investorelections.com/mdu](http://www.investorelections.com/mdu). Follow the instructions to log in and order copies.

Telephone - Call us free of charge at 1-877-536-3553 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email - Send us an email at [paper@investorelections.com](mailto:paper@investorelections.com) with "MDU Materials Request" in the subject line.

The email must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this Notice.

Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future stockholder meetings, write the word "Permanent" and include the last 4 digits of your Social Security Number or Tax ID Number in the email.

In Person - If you choose to vote these shares in person at the annual meeting, you must follow

the requirements for admission to the meeting contained in the Proxy Statement for the 2017 Annual Meeting. You must present a valid photo identification, such as a driver's license, proof of stock ownership, and an admission ticket to the meeting. To request an admission ticket, call (701) 530-1000.

---

\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 09, 2017

Meeting Information

MDU Meeting Type: Annual

RESOURCES

GROUP

INC For holders as of: March 10, 2017

Time: 11:00

Date: May 09, 2017 AM

CDT

Location: MDU  
Service  
Center  
909  
Airport  
Road  
Bismarck,  
ND  
58501

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this  
notice to obtain proxy  
materials and voting  
instructions.

---



— Before You Vote —

How to Access the Proxy Materials

Proxy Materials

Available to VIEW or

RECEIVE:

Combined Proxy

1. Statement and Annual

Report

How to View Online:

Have the information

that is printed in the

box marked by the

XXXX XXXX XXXX XXXX (located on the

arrow

following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and

Receive a PAPER or

E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by XXXX

the XXXX XXXX

(located on the following page) in the subject line.

arrow XXXX

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX

available  
and follow  
the  
instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

---

Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors

Nominees

01 Thomas Everist

02 Karen B. Fagg

03 David L. Goodin

04 Mark A. Hellerstein

05 A. Bart Holaday

06 Dennis W. Johnson

07 William E. McCracken

The Board of Directors recommends you vote FOR the following proposal(s):

3. Advisory vote to approve the compensation paid to the company's named executive officers.

4. Ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2017.

5. Advisory vote to approve an amendment to the company's bylaws to adopt an exclusive forum for internal corporate claims.

08 Patricia L. Moss

09 Harry J. Pearce

10 John K. Wilson

The Board of Directors recommends  
you vote 1 YEAR on the following  
proposal:

- Advisory vote to approve the
  2. frequency of the vote to approve  
the compensation paid to the  
company's named executive officers.
-

Voting items  
Continued

NOTE: Such other  
business as may  
properly come before  
the meeting or any  
adjournment thereof.

Voting Instructions