

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

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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.

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**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<br>David L. Goodin<br>(President and Chief Executive Officer)                 | Chief Executive Officer and Director | March 18, 2015 |
| /s/ Doran N. Schwartz<br>Doran N. Schwartz<br>(Vice President and Chief Financial Officer)        | Chief Financial Officer              | March 18, 2015 |
| /s/ Nathan W. Ring<br>Nathan W. Ring<br>(Vice President, Controller and Chief Accounting Officer) | Chief Accounting Officer             | March 18, 2015 |
| *<br>Harry J. Pearce<br>(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

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