

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.

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 Holaday | 08 Patricia L. Moss |
| 02 Karen B. Fagg | 06 Dennis W. Johnson | 09 Harry J. Pearce |
| 03 David L. Goodin | 07 William E. McCracken | 10 John K. 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.

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. 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 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 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.
