

Pattern Energy Group Inc.  
Form 8-K  
May 09, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): May 9, 2016**

**PATTERN ENERGY GROUP INC.**

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**(Exact name of registrant as specified in its charter)**

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**Delaware**                      **001-36087**    **90-0893251**  
**(State or other jurisdiction (Commission (IRS Employer**  
**of incorporation)              File Number) Identification Number)**

**Pier 1, Bay 3**

**San Francisco, CA 94111**

**(Address and zip code of principal executive offices)**

**(415) 283-4000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 9, 2016, Pattern Energy Group Inc. (the “**Company**”) entered into an Equity Distribution Agreement (the “**Agreement**”) with RBC Capital Markets, LLC, KeyBanc Capital Markets Inc. and Morgan Stanley & Co. LLC (collectively, the “**Agents**”). Pursuant to the terms of the Agreement, the Company may offer and sell shares of the Company’s Class A common stock, par value \$0.01 per share, from time to time through the Agents, as the Company’s sales agents for the offer and sale of the shares, up to an aggregate sales price of \$200,000,000. Sales of the shares, if any, will be made by means of ordinary brokers’ transactions on the NASDAQ Global Select Market, to or through a market maker or directly on or through an electronic communications network at market prices or as otherwise agreed with the Agents. No sales will be made in Canada or on the Toronto Stock Exchange or any other market in Canada. The Company intends to use the net proceeds from the sale of the shares for general corporate purposes, which may include the repayment of indebtedness and the funding of acquisitions and investments.

Under the terms of the Agreement, the Company also may sell shares of its Class A common stock to any of the Agents, as principal for its own account, at a price agreed upon at the time of sale. If the Company agrees to sell shares to any Agent as principal, it will enter into a separate terms agreement with such Agent, and will describe such agreement in a separate prospectus supplement or free writing prospectus.

The shares will be issued pursuant to a prospectus supplement to the Company’s shelf registration statement (the “**Registration Statement**”) on Form S-3 (File No. 333-199217) which became effective upon filing with the Securities and Exchange Commission on October 8, 2014.

The Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the Agreement is qualified in its entirety by reference to such exhibit. The Agreement is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

A copy of the opinion of Davis Polk & Wardwell LLP, relating to the legality of the shares, is filed as Exhibit 5.1 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

**Item 8.01. Other Events.**

On May 9, 2016, the Company announced the commencement of the program. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

### **Cautionary Statement Concerning Forward-Looking Statements**

Certain statements contained or incorporated by reference in this current report constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, including statements regarding the proposed offering of shares and the use of proceeds therefrom. These forward-looking statements represent the Company’s expectations or beliefs concerning future events, and it is possible that the results described in this current report will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, including conditions to completion of any offering under the Agreement, many of which are outside of the Company’s control, which could cause actual results to differ materially from the results discussed in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for the Company to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 and the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016. The risk factors and other factors noted in these documents could cause actual events or the Company’s actual results to differ materially from those contained in any forward-looking statement.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
1.1	Equity Distribution Agreement, dated May 9, 2016
5.1	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
99.1	Press Release issued by Pattern Energy Group Inc. dated May 9, 2016, titled “Pattern Energy Announces Commencement of \$200,000,000 At-The-Market Program”



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Pattern Energy Group Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 9, 2016

PATTERN ENERGY  
GROUP INC.

By: /s/ Kim H. Liou  
Name: Kim H. Liou  
Title: Secretary

**EXHIBIT INDEX**

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