

NORTHWEST NATURAL GAS CO

Form 8-K

September 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

September 13, 2017

Date of Report (Date of earliest event reported)

NORTHWEST NATURAL GAS COMPANY

(Exact name of registrant as specified in its charter)

Commission File No. 1-15973

Oregon

93-0256722

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

220 N.W. Second Avenue, Portland, Oregon 97209

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (503) 226-4211

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01. Other Events.

On September 13, 2017, Northwest Natural Gas Company (NW Natural) issued and sold \$100,000,000 aggregate principal amount of Secured Medium Term Notes, consisting of \$25,000,000 aggregate principal amount of 2.822% Secured Medium-Term Notes due 2027, and \$75,000,000 aggregate principal amount of 3.685% Secured Medium-Term Notes due 2047 (the “Notes”). The Notes were offered for sale pursuant to a registration statement on Form S-3 (SEC File No. 333-214496) (the “Registration Statement”), which became automatically effective upon filing with the Securities and Exchange Commission on November 8, 2016, and a Pricing Supplement, dated September 6, 2017, to a Prospectus Supplement, dated November 8, 2016, to a Prospectus, dated November 8, 2016.

In connection with the offering and sale of the Notes, NW Natural is filing two legal opinions regarding the validity of the Notes as Exhibit 5(a) and 5(b) to this Form 8-K for the purpose of incorporating the opinions into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See Exhibit Index.

Exhibit Index

Exhibit	Description
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|------|---|
| 5(a) | <u>Opinion of MardiLyn Saathoff, Esquire, regarding the validity of the Notes.</u> |
| 5(b) | <u>Opinion of Morgan, Lewis & Bockius LLP, regarding the validity of the Notes.</u> |
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHWEST NATURAL GAS COMPANY
(Registrant)

Dated: September 13, 2017 /s/ Frank Burkhartsmeier
Senior Vice President and Chief Financial Officer