

Pattern Energy Group Inc.  
Form 8-K  
August 12, 2016

**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**

**Date of Report (Date of Earliest Event Reported): August 8, 2016**

**PATTERN ENERGY GROUP INC.**

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

**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)**

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 August 8, 2016, Pattern Energy Group Inc. (the “**Company**”) entered into an underwriting agreement (the “**Underwriting Agreement**”) with RBC Dominion Securities Inc., BMO Capital Markets Corp. and Morgan Stanley & Co. LLC, acting as representatives of the several underwriters named therein (collectively, the “**Underwriters**”) relating to the public offering by the Company of 10,000,000 shares of its Class A common stock (the “**Firm Shares**”). The offering price to the public of the Firm Shares is \$23.90 per share, and the Company agreed to pay the Underwriters an underwriting commission of \$0.956 per share. After underwriting discounts and commissions and estimated offering expenses, the Company expects the net proceeds from the offering of the Firm Shares to be approximately \$228.8 million. Pursuant to the Underwriting Agreement, the Underwriters have a 30-day option to purchase from the Company up to an additional 1,500,000 shares of its Class A common stock (the “**Option Shares**” and together with the Firm Shares, the “**Shares**”) to cover over-allotments, if any, at the public offering price less the underwriting discounts and commissions.

The offering is being made in the United States pursuant to an automatically effective shelf registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission (the “**SEC**”) on October 8, 2014 (File No. 333-199217). A prospectus supplement relating to the offering has been filed with the SEC. The offering is being made in Canada pursuant to a supplement to the Company’s MJDS shelf prospectus, which has been filed with applicable Canadian securities regulatory authorities. The closing of the offering is expected to take place on August 12, 2016.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Davis Polk & Wardwell LLP relating to the Shares is attached as Exhibit 5.1 hereto.

**Cautionary Statement Concerning Forward-Looking Statements**

Certain statements contained in this 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 public offering. These forward-looking statements represent the Company’s expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, including conditions to closing this offering, 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 included in the Company's annual report on Form 10-K for the year ended December 31, 2015 and the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016. The risk factors 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>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | Underwriting Agreement, dated August 8, 2016                   |
| 5.1                   | Opinion of Davis Polk & Wardwell LLP                           |
| 23.1                  | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1) |

**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: August 12, 2016

PATTERN ENERGY  
GROUP INC.

By: /s/ Kim H. Liou

Name: Kim H. Liou

Title: Secretary

**EXHIBIT INDEX**

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