

Otter Tail Corp
Form 10-Q/A
September 27, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 0-53713

OTTER TAIL CORPORATION
(Exact name of registrant as specified in its charter)

Minnesota 27-0383995
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

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215 South Cascade Street, Box 496, Fergus Falls, Minnesota 56538-0496
(Address of principal executive offices) (Zip Code)

866-410-8780

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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.:

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date:

July 31, 2013 – 36,269,263 Common Shares (\$5 par value)

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) amends Otter Tail Corporation’s Quarterly Report on Form 10-Q for the period ended June 30, 2013, which was originally filed with the Securities and Exchange Commission (the “Commission”) on August 9, 2013 (the “Original Filing”). Otter Tail Corporation is filing this Amendment for the sole purpose of revising portions of Exhibit 10.1 (the “Exhibit”) in order to disclose certain information for which confidential treatment had been requested, in response to comments made by the Commission to Otter Tail Corporation’s request for confidential treatment with respect to the Exhibit. The Exhibit filed with this Amendment supersedes the Exhibit as previously filed as Exhibit 10.1 to the Original Filing.

In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment. This Amendment does not reflect events occurring after the Original Filing or modify or update the disclosure contained therein in any way other than as required to reflect the amendment discussed above.

PART II. OTHER INFORMATION

Item 6. Exhibits

10.1 Wind Energy Purchase Agreement dated May 9, 2013 between Otter Tail Power Company and Ashtabula Wind III, LLC.*

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.1 to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.2 to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

31.3 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (relating to this Form 10-Q/A).

31.4 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (relating to this Form 10-Q/A).

32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.2 to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

101.INS XBRL Instance Document (incorporated by reference to Exhibit 101.INS to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

101.SCH XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

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101.LAB XBRL Taxonomy Extension Label Linkbase Document (incorporated by reference to Exhibit 101.LAB to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

101.DEF XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF to Otter Tail Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).

* Confidential information has been omitted from this Exhibit and filed separately with the Commission pursuant to a confidential treatment request under Rule 24b-2.

SIGNATURES

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.

OTTER TAIL CORPORATION

By: /s/ Kevin G. Moug

Kevin G. Moug
Chief Financial Officer
(Chief Financial Officer/Authorized Officer)

Dated: September 27, 2013

EXHIBIT INDEX

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