

CONNECTICUT WATER SERVICE INC / CT

Form 8-K

January 09, 2019

**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): January 9, 2019**

**Connecticut Water Service, Inc.**

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

**Connecticut  
(State or other Jurisdiction**

**of Incorporation)**

**93 West Main Street**

**0-8084  
(Commission**

**File Number)**

**06-0739839  
(IRS Employer**

**Identification No.)**

**06413**

**Clinton, CT**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: 860-669-8636**

**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:

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.

**Item 7.01 Regulation FD Disclosure.**

As previously announced, on August 5, 2018, Connecticut Water Service, Inc., a Connecticut corporation (the Company), SJW Group, a Delaware corporation (SJW), and Hydro Sub, Inc., a Connecticut corporation and a direct wholly owned subsidiary of SJW (Merger Sub), entered into a Second Amended and Restated Agreement and Plan of Merger (the Merger Agreement). Pursuant to the Merger Agreement, Merger Sub will merge with and into the Company (the Merger), with the Company surviving the Merger as a wholly owned subsidiary of SJW.

On January 9, 2019, the Company and SJW issued a joint press release announcing that they are continuing to evaluate their regulatory approach, including the possibility of submitting a new application to the Connecticut Public Utilities Regulatory Authority (PURA), in connection with the proposed Merger. Pending this review, they have withdrawn their current application before the PURA for approval of the Merger. The Company and SJW also confirmed that the Merger Agreement remains in effect and the companies remain committed to the Merger and to realizing its many stakeholder benefits.

A copy of the joint press release is filed as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information contained in this current report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and, as a result, such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<u>Joint Press Release, dated January 9, 2019, issued by the Company and SJW.</u>

**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 hereunto duly authorized.

**CONNECTICUT WATER SERVICE, INC.**  
(Registrant)

Date: January 9, 2019

By: /s/ David C. Benoit

David C. Benoit  
President and Chief Executive Officer