

CONNECTICUT WATER SERVICE INC / CT
Form 8-K
February 21, 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): February 20, 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. Among other conditions, the Merger is subject to approval by certain regulators, including the Connecticut Public Utilities Regulatory Authority (PURA) and the Maine Public Utilities Commission (MPUC).

On January 9, 2019, the Company and SJW withdrew their joint application before PURA for approval of the proposed Merger. On January 23, 2019, The Maine Water Company, a wholly owned subsidiary of the Company, withdrew its application before MPUC in connection with the proposed Merger.

After a thorough review conducted by the management and boards of the Company and SJW, and with the support of their respective Connecticut regulatory counsel, the companies have decided to file new applications with PURA and MPUC which are intended to address PURA's concerns. The Company and SJW expect that the new applications will be filed during the second quarter of 2019.

The information contained in this current report on Form 8-K 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.

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: February 20, 2019

By: /s/ David C. Benoit
David C. Benoit
President and Chief Executive Officer