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NORTHWESTERN CORP
Form SC 13G/A
February 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)

NORTHWESTERN CORP.

(NAME OF ISSUER)

Common Stock (Par Value \$0.01)

(TITLE OF CLASS OF SECURITIES)

668074305

(CUSIP NUMBER)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

1. Names of Reporting Persons.

Deutsche Bank AG*

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Federal Republic of Germany

5. SOLE VOTING POWER

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| | |
|---|-----------------------------|
| | 2,754,088 |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. SHARED VOTING POWER |
| | 0 |
| ----- | |
| | 7. SOLE DISPOSITIVE POWER |
| | 2,855,064 |
| ----- | |
| | 8. SHARED DISPOSITIVE POWER |
| | 0 |
| ----- | |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 2,855,064 |
| ----- | |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _ | |
| ----- | |
| 11. Percent of Class Represented by Amount in Row (9) | |
| | 5.90% |
| ----- | |
| 12. Type of Reporting Person | |
| | FI |
| ----- | |

* In accordance with Securities Exchange Act Release No. 39538 (January 12, 1998), this filing reflects the securities beneficially owned by the Deutsche Asset Management business group (collectively, "DAM") of Deutsche Bank AG and its subsidiaries and affiliates (collectively, "DBAG"). This filing does not reflect securities, if any, beneficially owned by any other business group of DBAG. Consistent with Rule 13d-4 under the Securities Exchange Act of 1934 ("Act"), this filing shall not be construed as an admission that AWM is, for purposes of Section 13(d) under the Act, the beneficial owner of any securities covered by the filing.

| | |
|---|--|
| 1. Names of Reporting Persons. | |
| | Deutsche Investment Management Americas Inc. |
| ----- | |
| 2. Check the Appropriate Box If a Member of a Group (See Instructions) | |
| (a) _ | |
| (b) _ | |
| ----- | |
| 3. SEC Use Only | |
| ----- | |
| 4. Citizenship or Place of Organization | |

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Delaware

| | | | |
|---------------------|----|--------------------------|-----------|
| | 5. | SOLE VOTING POWER | |
| | | | 928,393 |
| | 6. | SHARED VOTING POWER | |
| NUMBER OF SHARES | | | 0 |
| BENEFICIALLY | 7. | SOLE DISPOSITIVE POWER | |
| OWNED BY EACH | | | 1,000,239 |
| REPORTING | 8. | SHARED DISPOSITIVE POWER | |
| PERSON WITH | | | 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,000,239

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

2.07%

12. Type of Reporting Person

IA, CO

1. Names of Reporting Persons.

Deutsche Bank Trust Company Americas

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

| | | | |
|-----------|----|---------------------|-------|
| | 5. | SOLE VOTING POWER | |
| | | | 1,100 |
| | 6. | SHARED VOTING POWER | |
| NUMBER OF | | | |

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SHARES 0
BENEFICIALLY
OWNED BY EACH 7. SOLE DISPOSITIVE POWER
REPORTING
PERSON WITH 1,100

8. SHARED DISPOSITIVE POWER
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)
0.00%

12. Type of Reporting Person
BK, CO

1. Names of Reporting Persons.
Deutsche Bank Securities, Inc.

2. Check the Appropriate Box If a Member of a Group
(See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH 7. SOLE DISPOSITIVE POWER
REPORTING
PERSON WITH 420

8. SHARED DISPOSITIVE POWER

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0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

420

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.00%

12. Type of Reporting Person

BD, CO

1. Names of Reporting Persons.

RREEF Americas LLC

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. SOLE VOTING POWER

1,806,863

6. SHARED VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

1,823,644

8. SHARED DISPOSITIVE POWER

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,823,644

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

3.77%

12. Type of Reporting Person

IA, CO

1. Names of Reporting Persons.

Deutsche Asset Management Investment GmbH

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Federal Republic of Germany

5. SOLE VOTING POWER

17,704

6. SHARED VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

29,633

8. SHARED DISPOSITIVE POWER

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

29,633

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.06%

12. Type of Reporting Person

IA, CO

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1. Names of Reporting Persons.

DBX Advisors LLC

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

(a) |

(b) |

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

| | | |
|--|-----------------------------|----|
| | 5. SOLE VOTING POWER | |
| | | 28 |
| | 6. SHARED VOTING POWER | |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER | |
| | | 28 |
| | 8. SHARED DISPOSITIVE POWER | |
| | | 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

28

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) |

11. Percent of Class Represented by Amount in Row (9)

0.00%

12. Type of Reporting Person

IA, CO

Item 1.

(a) Name of Issuer:

NORTHWESTERN CORP.

(b) Address of Issuer's Principal Executive Offices:

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3010 West 69th Street
Sioux Falls, SD 57108
United States

Item 2.

(a) Name of Person Filing:

This statement is filed on behalf of Deutsche Bank AG
("Reporting Person").

(b) Address of the Principal Office or, if none, residence:

Taunusanlage 12
60325 Frankfurt am Main
Federal Republic of Germany

(c) Citizenship:

The citizenship of the Reporting Person is set forth on the cover page.

(d) Title of Class of Securities:

The title of the securities is common stock, \$0.01 par value
("Common Stock").

(e) CUSIP Number:

The CUSIP number of the Common Stock is set forth on the cover page.

Item 3. If this statement is filed pursuant to SS.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act
(15 U.S.C. 78o).

Deutsche Bank Securities, Inc.

- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

Deutsche Bank Trust Company Americas

- (c) Insurance company as defined in section 3(a)(19) of the Act
(15 U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment
Company Act of 1940 (15 U.S.C 80a-8).

- (e) An investment adviser in accordance with S.240.13d-1(b)(1)(ii)(E);

Deutsche Investment Management Americas Inc.

Deutsche Asset Management Investment GmbH

RREEF America LLC

DBX Advisors LLC

- (f) An employee benefit plan or endowment fund in accordance with

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S.240.13d-1(b) (1) (ii) (F);

- (g) A parent holding company or control person in accordance with S. 240.13d-1(b) (1) (ii) (G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Group, in accordance with Rule 13d-1 (b) (1) (ii) (J).

Deutsche Bank AG

- (k) Group, in accordance with S.240.13d-1(b) (1) (ii) (J).

Item 4. Ownership.

- (a) Amount beneficially owned:

The Reporting Person owns the amount of the Common Stock as set forth on the cover page.

- (b) Percent of class:

The Reporting Person owns the percentage of the Common Stock as set forth on the cover page.

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote

The Reporting Person has the sole power to vote or direct the vote of the Common Stock as set forth on the cover page.

- (ii) Shared power to vote or to direct the vote

The Reporting Person has the shared power to vote or direct the vote of the Common Stock as set forth on the cover page.

- (iii) Sole power to dispose or to direct the disposition of

The Reporting Person has the sole power to dispose or direct the disposition of the Common Stock as set forth on the cover page

- (iv) Shared power to dispose or to direct the disposition

The Reporting Person has the shared power to dispose or direct the disposition of the Common Stock as set forth on the cover page

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five

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percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

| Subsidiary | Item 3 Classification |
|--|-----------------------|
| Deutsche Investment Management Americas Inc. | Investment Advisor |
| Deutsche Asset Management Investment GmbH | Investment Advisor |
| RREEF America LLC | Investment Advisor |
| Deutsche Bank Trust Company Americas | Bank |
| Deutsche Bank Securities, Inc. | Broker Dealer |
| DBX Advisors LLC | Investment Advisor |

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to a bank organized under the laws of the Federal Republic of Germany is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

Deutsche Bank AG

By: /s/ Daniela Pondeva
Name: Daniela Pondeva
Title: Vice President