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Northwest Natural Holding Co
Form 8-K
March 01, 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

March 1, 2019

Date of Report (Date of earliest event reported)

Commission file number 1-15973

Commission file number 1-38681

NORTHWEST NATURAL GAS COMPANY

NORTHWEST NATURAL HOLDING
COMPANY

(Exact name of registrant as specified in its
charter)

(Exact name of registrant as specified in its
charter)

Oregon 93-0256722

Oregon 82-4710680

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

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

220 N.W. Second Avenue, Portland, Oregon
97209

220 N.W. Second Avenue, Portland, Oregon
97209

(Address of principal executive offices) (Zip
Code)

(Address of principal executive offices) (Zip
Code)

Registrant's telephone number: (503) 226-4211

Registrant's telephone number: (503) 226-4211

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))

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).

Northwest Natural Gas Company Emerging growth company ☐
Northwest Natural Holding Company 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 2.02 Results of Operation and Financial Condition

On March 1, 2019, Northwest Natural Holding Company (NW Holdings) issued a press release announcing its earnings and the earnings of its wholly-owned subsidiary Northwest Natural Gas Company (NW Natural) for the year and quarter ended December 31, 2018. A copy of the press release is attached as Exhibit 99.1.

The information contained in this Item 2.02 and in the accompanying exhibit shall not be incorporated by reference into any filing of NW Holdings or NW Natural, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this Item 2.02, including the exhibit hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Forward-Looking Statements

This report, and other presentations made by NW Holdings and NW Natural from time to time, may contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “anticipates,” “assumes,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects” and similar references to future periods. Examples of forward-looking statements include, but are not limited to, statements regarding the following: plans, objectives, assumptions, estimates, timing, goals, strategies, future events, investments, capital expenditures, targeted capital structure, risks, stability, acquisitions and integration thereof, dispositions and outcome thereof, asset management sharing, customer growth, weather, commodity and other costs, customer rates or rate recovery, adoption of renewable energy and our ability to provide effective supporting resources, infrastructure availability and development, environmental remediation cost recoveries, levels and pricing of gas storage contracts, gas storage development or costs or timing related thereto, the water utility strategy, operating plans of third parties, financial results, including estimated income, liquidity, expenses, positions, revenues, returns, and earnings and earnings guidance, dividends, performance, timing or effects of future regulatory proceedings or future regulatory approvals, regulatory prudence reviews, effects of regulatory mechanisms, anticipated regulatory actions or filings, expectations, timing, and treatment with respect to rate cases, recovery of pension expense or our pension balancing account, accounting treatment of future events, effects of changes in laws or regulations, including federal tax reform, and other statements that are other than statements of historical facts.

Forward-looking statements are based on NW Holdings' and NW Natural's current expectations and assumptions regarding their respective businesses, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual results may differ materially from those contemplated by the forward-looking statements. NW Holdings and NW Natural caution you therefore against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future operational, economic or financial performance. Important factors that could cause actual results to differ materially from those in the forward-looking statements are discussed by reference to the factors described in Part I, Item 1A “Risk Factors”, and Part II, Item 7 and Item 7A “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosure about Market Risk” in each of NW Holdings' and NW Natural's most recent Annual Report on Form 10-K and in each of Part I, Items 2 and 3 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk”, and Part II, Item 1A “Risk Factors”, in each of NW Holdings' and NW Natural's respective quarterly reports filed thereafter.

All forward-looking statements made in this report and all subsequent forward-looking statements, whether written or oral and whether made by or on behalf of NW Holdings or NW Natural, are expressly qualified by these cautionary statements. Any forward-looking statement speaks only as of the date on which such statement is made, and NW Holdings and NW Natural undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. New factors emerge from time to time and it is not possible for either of NW Holdings or NW Natural to predict all such factors, nor can either of them assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See Exhibit Index below.

EXHIBIT INDEX

Exhibit	Description
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<u>99.1</u>	<u>Press Release of Northwest Natural Holding Company issued March 1, 2019 (furnished and not filed).</u>
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORTHWEST NATURAL HOLDING COMPANY
(Registrant)

Dated: March 1, 2019 /s/ Frank H. Burkhartsmeyer
Senior Vice President and Chief Financial Officer

NORTHWEST NATURAL GAS COMPANY
(Registrant)

Dated: March 1, 2019 /s/ Frank H. Burkhartsmeyer
Senior Vice President and Chief Financial Officer