

Otter Tail Corp
Form 8-K
October 15, 2012

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): October 10, 2012

OTTER TAIL CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota 0-53713 27-0383995
(State or other jurisdiction) (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

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

Registrant's telephone number, including area code: (866) 410-8780

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))

Item 1.01. Entry into a Material Definitive Agreement.

On October 10, 2012, Otter Tail Power Company, a Minnesota corporation and wholly owned subsidiary of Otter Tail Corporation, Montana-Dakota Utilities Co., a division of MDU Resources Group, Inc., a Delaware corporation, Northern Municipal Power Agency, a Minnesota political subdivision and municipal corporation, and NorthWestern Corporation, a Delaware corporation doing business as NorthWestern Energy (together the “Coyote Station Co-Owners”), co-owners in the Coyote Station baseload generation plant, entered into a Lignite Sales Agreement (“Agreement”) with Coyote Creek Mining Company, L.L.C. (“CCMC”), a Nevada limited liability company and subsidiary of The North American Coal Corporation (“NACoal”), a Delaware corporation. Under the Agreement, CCMC will deliver to the Coyote Station Co-Owners, and the Coyote Station Co-Owners agree to purchase and accept exclusively from CCMC, the annual fuel requirements of the Coyote Station plant (expected to be approximately 2.5 million tons), all under terms and conditions set forth in the Agreement, for a period expected to begin on or about May 5, 2016 and terminating on December 31, 2040. The price per ton to be paid by the Coyote Station Co-Owners under the Agreement will reflect the cost of production, along with an agreed profit and capital charge. In addition, the Agreement provides for the Coyote Station Co-Owners to purchase the membership interests in CCMC in the event of certain early termination events and also at the end of the term of the Agreement. NACoal provides an unconditional payment and performance guaranty of CCMC’s obligations in connection with the Agreement.

Signature

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

Date: October 15, 2012

By: /s/ Kevin G. Moug
Kevin G. Moug
Chief Financial Officer

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ber of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date
(Month/Day/Year)7. Title and Amount of Underlying Securities
(Instr. 3 and 4)8. Price of Derivative Security
(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Gordon C/O EMERGENCE CAPITAL	X			

160 BOVET ROAD, STE. 300
SAN MATEO, CA 94402

Signatures

/s/ Meaghan Nelson,
attorney-in-fact

05/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.8500 to \$27.9800 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (3) Shares held by The Ritter-Metzler Revocable Trust dated November 6, 2000 (the "Trust"). The Reporting Person is a trustee and beneficiary of the Trust and may be deemed to share voting and dispositive power with regard to the reported shares held by the Trust. The Reporting Person disclaims beneficial ownership of the reported shares held by the Trust, except to the extent, if any, of his pecuniary interest therein.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.8000 to \$28.2700 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.