
**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): November 16, 2018

Connecticut Water Service, Inc.

(Exact name of registrant as specified in its charter)

Connecticut
(State or other Jurisdiction
of Incorporation)

0-8084
(Commission
File Number)

06-0739839
(IRS Employer
Identification No.)

93 West Main Street
Clinton, CT
(Address of Principal Executive Offices)

06413
(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 5.07 Submission of Matters to a Vote of Security Holders .

On November 16, 2018, Connecticut Water Service, Inc., a Connecticut corporation (the “Company”), held a special meeting of its shareholders (the “Special Meeting”) to consider and vote on proposals identified in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on October 2, 2018.

As of September 24, 2018, the record date for the Special Meeting, 11,955,192 shares of the Company’s common stock (the “Common Stock”) were outstanding and entitled to vote at the Special Meeting. Each share of Common Stock is entitled to three votes. There were represented in person or by proxy at the Special Meeting 26,654,524 votes of Common Stock, representing 74.32% of the total voting power of shares of Common Stock outstanding and entitled to vote. The final voting results for each proposal are described below.

1. The proposal to approve the Second Amended and Restated Agreement and Plan of Merger, dated as of August 5, 2018 (the “Merger Agreement”), among SJW Group, a Delaware corporation (“SJW”), Hydro Sub, Inc., a Connecticut corporation and a direct wholly owned subsidiary of SJW (“Merger Sub”), and the Company, pursuant to which Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of SJW (the “Merger Agreement Proposal”). Approval of the Merger Agreement Proposal required the affirmative vote of the holders of two-thirds (66 2/3%) of the outstanding shares of Common Stock entitled to vote on the proposal. The Merger Agreement Proposal received the affirmative vote of approximately 68.72% of the shares of Common Stock entitled to vote on this proposal and, therefore, was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
24,645,517	1,756,178	252,829

2. The proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between the Company and its named executive officers relating to the Merger (the “Compensation Proposal”). Approval of the Compensation Proposal required that the votes cast favoring the proposal by holders of Common Stock entitled to vote on the proposal exceeded the votes cast opposing the proposal by holders of Common Stock entitled to vote on the proposal. The Compensation Proposal received the affirmative vote of approximately 55.81% of the votes cast by the holders of Common Stock entitled to vote on this proposal and, therefore, was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
14,605,011	11,562,864	486,623

3. The proposal to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Agreement (the “Adjournment Proposal”). Approval of the Adjournment Proposal required that the votes cast favoring the proposal by holders of Common Stock entitled to vote on the proposal exceeded the votes cast opposing the proposal by holders of Common Stock entitled to vote on the proposal. The Adjournment Proposal received the affirmative vote of approximately 88.93% of the votes cast by the holders of Common Stock entitled to vote on this proposal and, therefore, was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
23,392,990	2,913,146	348,368

Item 8.01 Other Events.

On November 16, 2018, the Company issued a press release announcing the results of the Special Meeting. A copy of such press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 16, 2018, issued by the Company.

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: November 16, 2018

By: /s/ David C. Benoit

David C. Benoit
President and Chief Executive Officer



Connecticut Water Shareholders Approve SJW Group Merger Agreement

Transaction on Track to Close in First Quarter of 2019

CLINTON, Conn., November 16, 2018 – Connecticut Water Service, Inc. (NASDAQ: CTWS) today announced that its shareholders overwhelmingly voted to approve the Company’s proposed merger agreement with SJW Group (NYSE: SJW) at the Special Meeting of Shareholders held today.

Carol P. Wallace, Chairman of the Connecticut Water Service Board of Directors, said, “We appreciate the strong support from our shareholders and look forward to delivering significant value to our shareholders and meaningful benefits to our customers, employees and the communities we serve. Together with SJW Group, we will create a new leading, national, pure-play water company focused on reliability, superior service and environmental stewardship. Following the close of the transaction, Connecticut Water will continue to be led locally with a New England regional headquarters in Connecticut. The same trusted team of passionate, dedicated employees who support our company and operating utilities today will continue to support our company and operating utilities after the transaction closes. We are excited about our future with SJW Group.”

Approximately 92.5% of the shares voted at the Special Meeting were voted in favor of the SJW Group merger agreement, representing approximately 68.7% of Connecticut Water’s outstanding common stock entitled to vote at the Special Meeting. Connecticut Water will file the final vote results, as certified by the independent Inspector of Election, with the U.S. Securities and Exchange Commission (the “SEC”) on a Form 8-K.

The transaction remains on track to close in the first quarter of 2019, subject to customary closing conditions and regulatory approvals. As previously announced, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act was terminated early on April 27, 2018. Applications to obtain regulatory approvals of the merger were filed with the Connecticut Public Utilities Regulatory Authority and the Maine Public Utilities Commission on July 18, 2018 and May 4, 2018, respectively.

Upon completion of the proposed transaction, Connecticut Water’s shareholders will receive \$70.00 in cash for each share of Connecticut Water common stock owned.

About CTWS

CTWS is a publicly traded holding company headquartered in Clinton, Connecticut. CTWS is the parent company of The Connecticut Water Company, The Maine Water Company, The Avon Water Company, and The Heritage Village Water Company. Together, these subsidiaries provide water service to more than 450,000 people in Connecticut and Maine, and wastewater service to more than 10,000 people in Connecticut.

Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Some of these forward-looking statements can be identified by the use of forward-looking words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “projects,” “strategy,” or “anticipates,” or the negative of those words or other comparable terminology.

The accuracy of such statements is subject to a number of risks, uncertainties and assumptions including, but not limited to, the following factors: (1) the risk that the conditions to the closing of the SJW Group transaction are not satisfied; (2) the risk that the regulatory approvals required for the transaction are not obtained, on the terms expected or on the anticipated schedule; (3) the effect of water, utility, environmental and other governmental policies and regulations; (4) litigation relating to the transaction; (5) the ability of the parties to the transaction to meet expectations regarding the timing, completion and accounting and tax treatments of the proposed transaction; (6) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction agreement between the parties to the proposed transaction; (7) changes in demand for water and other products and services of Connecticut Water; (8) unanticipated weather conditions; (9) catastrophic events such as fires, earthquakes, explosions, floods, ice storms, tornadoes, terrorist acts, physical attacks, cyber-attacks, or other similar occurrences that could adversely affect Connecticut Water's facilities, operations, financial condition, results of operations, and reputation; (10) risks that the proposed transaction disrupts the current plans and operations of Connecticut Water; (11) potential difficulties in employee retention as a result of the proposed transaction; (12) unexpected costs, charges or expenses resulting from the transaction; (13) the effect of the announcement or pendency of the proposed transaction on Connecticut Water's business relationships, operating results, and business generally, including, without limitation, competitive responses to the proposed transaction; (14) risks related to diverting management's attention from ongoing business operations of Connecticut Water; (15) the trading price of Connecticut Water's common stock; and (16) legislative and economic developments.

In addition, actual results are subject to other risks and uncertainties that relate more broadly to Connecticut Water's overall business and financial condition, including those more fully described in Connecticut Water's filings with the SEC, including, without limitation, its annual report on Form 10-K for the fiscal year ended December 31, 2017 and its quarterly report on Form 10-Q for the period ended September 30, 2018. Forward-looking statements are not guarantees of performance, and speak only as of the date made, and neither Connecticut Water nor its management undertakes any obligation to update or revise any forward-looking statements except as required by law.

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