

Pattern Energy Group Inc.
Form S-1MEF
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PATTERN ENERGY GROUP INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

4911
(Primary Standard Industrial
Classification Code Number)
Pier 1, Bay 3

90-0893251
(I.R.S. Employer
Identification Number)

San Francisco, CA 94111

(415) 283-4000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Daniel M. Elkort

General Counsel

Pattern Energy Group Inc.

Pier 1, Bay 3

San Francisco, CA 94111

(415) 283-4000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

| | | | |
|--------------------------------------|---|-----------------------------------|----------------------------------|
| Richard D. Truesdell, Jr. | Jeffrey R. Lloyd | Shelley A. Barber | Philip D.A. Symmonds |
| Davis Polk & Wardwell LLP | Brendan D. Reay | Brenda K. Lenahan | Rima Ramchandani |
| 450 Lexington Avenue | Blake, Cassels & Graydon LLP | Vinson & Elkins L.L.P. | Torys LLP |
| New York, NY 10017 | Suite 4000 | 666 Fifth Avenue | Suite 3000 |
| (212) 450-4000 | 199 Bay Street | New York, NY 10103 | 79 Wellington Street West |
| | Toronto, ON M5L 1A9 | (212) 237-0000 | Toronto, ON M5K 1N2 |
| | (416) 863-2400 | | |

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-195488

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

| Title Of Each Class Of | Amount | Proposed | Proposed | Amount Of |
|---|-------------------|-----------------------|-----------------------|-------------------------|
| | To Be | Maximum | Maximum | |
| Securities To Be Registered | Registered | Offering Price | Aggregate | Registration Fee |
| | | Per Unit | Offering Price | |
| Class A common stock, par value \$0.01 par value per share | 3,315,315 | \$27.75 | \$91,999,986.98 | \$11,849.60 |

Incorporation by Reference of Registration Statement on Form S-1, File No. 333-195488

Pattern Energy Group Inc. (the **Company**) hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-195488) declared effective on May 8, 2014 by the Securities and Exchange Commission (the **Commission**), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

| Exhibit Number | Description |
|-----------------------|--|
| 5.1 | Opinion of Davis Polk & Wardwell LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 23.3 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on this 8th day of May, 2014.

Pattern Energy Group Inc.

By: /s/ Michael M. Garland
Name: Michael M. Garland
Title: Director, President and Chief
Executive

Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity and on this 8th day of May, 2014.

| Signature | Title |
|------------------------------|--|
| /s/ Michael M. Garland | Director, President and Chief Executive Officer |
| Michael M. Garland | (Principal Executive Officer) |
| * | Chief Financial Officer (Principal Financial Officer) |
| Michael J. Lyon | |
| * | Senior Vice President, Fiscal and |
| Eric S. Lillybeck | Administrative Services (Principal Accounting Officer) |
| * | Director |
| Alan R. Batkin | |
| * | Director |
| Patricia S. Bellinger | |
| * | Director |
| The Lord Browne of Madingley | |
| * | Director |
| Douglas G. Hall | |

* Director

Michael B. Hoffman

* Director

Patricia M. Newson

* By: /s/ Michael M. Garland
Name: Michael M. Garland
Title: Attorney-in-Fact

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