



e-FILING REPORT COVER SHEET

COMPANY NAME: Northwest Natural Gas Company

DOES REPORT CONTAIN CONFIDENTIAL INFORMATION? No Yes If yes, submit a redacted public version (or a cover letter) by email. Submit the confidential information as directed in OAR 860-001-0070 or the terms of an applicable protective order.

Select report type: RE (Electric) RG (Gas) RW (Water) RT (Telecommunications)
 RO (Other, for example, industry safety information)

Did you previously file a similar report? No Yes, report docket number: RG 27

Report is required by: OAR

Statute

Order Order 06-662

Note: A one-time submission required by an order is a compliance filing and not a report (file compliance in the applicable docket)

Other

(For example, federal regulations, or requested by Staff)

Is this report associated with a specific docket/case? No Yes, docket number: RG 27

List Key Words for this report. We use these to improve search results.

NW Natural; ESPP; Employee Stock Purchase Plan

Send the completed Cover Sheet and the Report in an email addressed to PUC.FilingCenter@state.or.us

Send confidential information, voluminous reports, or energy utility Results of Operations Reports to PUC Filing Center, PO Box 1088, Salem, OR 97308-1088 or by delivery service to 201 High Street SE Suite 100, Salem, OR 97301.

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February 28, 2019

Via Electronic Filing

Oregon Public Utility Commission
Attention: Filing Center
201 High Street SE, Suite 100,
Post Office Box 1088
Salem, Oregon 97301-3398

Re: Docket No. UF-4232/RG 27

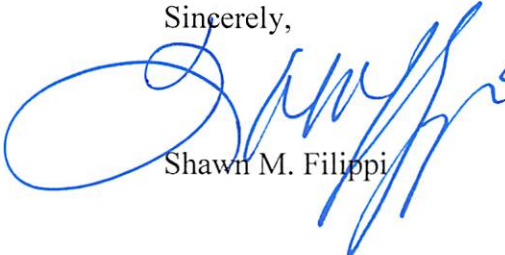
Ladies and Gentlemen:

Commission Order No. 06-662, in Docket UF-4232, authorizes Northwest Natural Gas Company (NW Natural) to issue and sell its common stock to its employees under its Employee Stock Purchase Plan (the ESPP). Pursuant to Order No. 06-662, NW Natural files with the Commission an annual report of the sales and expenses associated with the ESPP, last doing so on February 28, 2018 with respect to the fiscal year ended December 31, 2017 (2017 Report).

As reported in the 2017 Report, pursuant to the ESPP, NW Natural made an offering to employees during the period October 23, 2017 to November 10, 2017 for shares to be issued on December 31, 2018. Effective October 1, 2018, NW Natural completed a reorganization into a holding company structure, as approved by the OPUC in 2017 pursuant to Order 17-526 (Reorganization). To effect the Reorganization, NWN Merger Sub, Inc. a wholly owned subsidiary of Northwest Natural Holding Company (NW Holdings), was merged with and into NW Natural and each outstanding share of NW Natural common stock was converted into one share of NW Holdings common stock. As part of the Reorganization, the ESPP was modified to relate to NW Holdings common stock and the common stock issued pursuant to the ESPP after October 1, 2018 would be satisfied with an equal number of shares of NW Holdings common stock, instead of common stock of NW Natural. Since shares were not issued pursuant to the most recent ESPP offering until after the Reorganization was effective, no shares of NW Natural common stock were issued pursuant to the ESPP in 2018, and no further reporting in Docket UF-4232 is required.

If you have any questions regarding this matter or require any additional information, please do not hesitate to contact me at 503-220-2435.

Sincerely,



Shawn M. Filippi

SMF:amp