

**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): August 17, 2016

PATTERN ENERGY GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36087
(Commission
File Number)

90-0893251
(IRS Employer
Identification Number)

Pier 1, Bay 3
San Francisco, CA 94111
(Address and zip code of principal executive offices)

(415) 283-4000
(Registrant's telephone number, including area code)

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 (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))
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Item 8.01. Other Events.

As previously disclosed, on August 8, 2016, Pattern Energy Group Inc. (the “**Company**”) entered into an underwriting agreement (the “**Underwriting Agreement**”) with RBC Dominion Securities Inc., BMO Capital Markets Corp. and Morgan Stanley & Co. LLC, acting as representatives of the several underwriters named therein (collectively, the “**Underwriters**”) relating to the public offering by the Company of 10,000,000 shares of its Class A common stock. Pursuant to the Underwriting Agreement, the Underwriters have a 30-day option to purchase from the Company up to an additional 1,500,000 shares of its Class A common stock to cover over-allotments, if any, at the public offering price less the underwriting discounts and commissions.

On August 17, 2016, the Underwriters notified the Company that they have elected to partially exercise their option and purchase 1,300,000 shares of the Company’s Class A common stock (the “**Option Shares**”).

The offering was made in the United States pursuant to an automatically effective shelf registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission (the “**SEC**”) on October 8, 2014 (File No. 333-199217). A prospectus supplement relating to the offering was filed with the SEC. The offering was made in Canada pursuant to a supplement to the Company’s MJDS shelf prospectus, which was filed with applicable Canadian securities regulatory authorities. The closing for the Option Shares is expected to take place on August 22, 2016 and the net proceeds of the sale of the Option Shares, after deducting underwriting discounts and commissions, are expected to be approximately \$29.8 million.

A copy of the legal opinion and consent of Davis Polk & Wardwell LLP relating to the Option Shares is attached as Exhibit 5.1 hereto.

Cautionary Statement Concerning Forward-Looking Statements

Certain statements contained in this report constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, including statements regarding the public offering. These forward-looking statements represent the Company’s expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, including conditions to closing this offering, many of which are outside of the Company’s control, which could cause actual results to differ materially from the results discussed in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for the Company to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors included in the Company’s annual report on Form 10-K for the year ended December 31, 2015 and the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016. The risk factors could cause actual events or the Company’s actual results to differ materially from those contained in any forward-looking statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Description

5.1	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)

SIGNATURE

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

Dated: August 22, 2016

PATTERN ENERGY GROUP INC.

By: /s/ Dyann S. Blaine
Name: Dyann S. Blaine
Title: Vice President and Assistant Secretary

EXHIBIT INDEX

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New York
Menlo Park
Washington DC
São Paulo
London

Paris
Madrid
Tokyo
Beijing
Hong Kong



Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

August 22, 2016

Pattern Energy Group Inc.
Pier 1, Bay 3
San Francisco, California 94111

Ladies and Gentlemen:

We have acted as special counsel for Pattern Energy Group Inc., a Delaware corporation (the "**Company**"), in connection with (i) the Registration Statement on Form S-3 (File No. 333-199217) (the "**Registration Statement**") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "**Securities Act**") for the purpose of registering under the Securities Act certain securities, including 1,300,000 shares of its Class A common stock, par value \$0.01 per share (the "**Securities**") to be sold pursuant to the Underwriting Agreement dated August 8, 2016 (the "**Underwriting Agreement**") among the Company and the several underwriters named therein (the "**Underwriters**") pursuant to the over-allotment option provided therein.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion, when the Securities have been issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement, the Securities will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K to be filed by the Company on the date hereof and its incorporation by reference into the Registration

Statement and further consent to the reference to our name under the caption "Validity of Securities" in the prospectus supplement, which is a part of the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP
