

**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): October 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 7.01 Regulation FD Disclosure.

On October 18, 2016, Pattern Energy issued a press release. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 8.01 Other Events.

On October 17, 2016, an indirect wholly owned subsidiary of Pattern Energy Group Inc. (“**Pattern Energy**”), Pattern Canada Finance Company ULC, a Nova Scotia unlimited liability company (“**PCFC**”), consummated a Purchase and Sale Agreement (the “**Armow PSA**”) with Pattern Energy Group LP, a Delaware limited partnership (the “**Armow Seller**”). Upon the terms and subject to the conditions set forth in the Armow PSA, PCFC purchased at the closing (the “**Armow Closing**”) from affiliates of the Armow Seller a 50% limited partnership interest in SP Armow Wind Ontario LP (the “**Project Company**”), as well as 100% of the issued and outstanding shares in the capital of Pattern Armow GP Holdings Inc. for a consideration of approximately \$133 million, plus accrued estimated proportionate debt of approximately \$199 million U.S. dollar equivalent. The Project Company operates the approximately 179 MW wind farm located in the Municipality of Kincardine in Bruce County, Ontario which achieved commercial operations in December 2015. Following the Armow Closing, PCFC (a) directly owns a 50% limited partnership interest in the Project Company and (b) directly owns 50% of the issued and outstanding shares of SP Armow Wind Ontario GP Inc., thereby holding a 0.02% general partnership interest in the Project Company.

The purchase price was funded through a draw under our revolving credit facility and available cash. Following such draw, on October 17, 2016 available capacity under our revolving credit facility was approximately \$308.3 million.

The Armow PSA was recommended by the Conflicts Committee, which is comprised solely of independent directors, for approval by Pattern Energy’s Board of Directors, and approved by the Board of Directors.

Item 9.01 Financial Statements and Exhibits.

d. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Pattern Energy Group Inc. dated October 18, 2016

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: October 18, 2016

PATTERN ENERGY GROUP INC.

By: /s/ Kim H. Liou
Name: Kim H. Liou
Title: Secretary



Pattern Energy Completes Acquisition of Armow Wind Power Facility

SAN FRANCISCO, Oct. 18, 2016 /CNW/ -- Pattern Energy Group Inc. (NASDAQ: PEGI) (TSX: PEG) ("Pattern Energy") today announced it has completed the acquisition of a 90 MW interest in the 179 MW Armow Wind power facility in Ontario, Canada from Pattern Energy Group LP ("Pattern Development"). Pattern Energy acquired the interest in Armow Wind for a total cash consideration of approximately US\$133 million, representing a 9.5-10.5x multiple on the 5-year average annual cash available for distribution (CAFD)¹ contribution from the project. The purchase price was funded from cash available and draws under the Company's revolving credit facility on October 17, 2016. Subsequent to the transaction, \$308 million remains available under the revolving credit facility.

"The acquisition of Armow Wind is immediately accretive, providing us with increased cash flow and growing the portfolio to 2.6 GW of owned capacity," said Mike Garland, President and CEO of Pattern Energy. "With an identified ROFO list of 942 MW of wind and solar projects - and a right of first offer on Pattern Development's pipeline of 5,900 MW of development projects - we are confident in expanding our growth outlook to achieve our 5,000 MW target by the end of 2019."

Located in Kincardine, Ontario, Armow Wind consists of 91 Siemens 2.3 MW wind turbines and is jointly owned by Pattern Energy and Samsung Renewable Energy, Inc. The facility reached commercial operation in December 2015 and operates under a 20-year power purchase agreement with the Independent Electricity System Operator (IESO) in Ontario.

About Pattern Energy

Pattern Energy Group Inc. is an independent power company listed on The NASDAQ Global Select Market and Toronto Stock Exchange. Pattern Energy has a portfolio of 18 wind power facilities, including one it has agreed to acquire, with a total owned interest of 2,644 MW in the United States, Canada and Chile that use proven, best-in-class technology. Pattern Energy's wind power facilities generate stable long-term cash flows in attractive markets and provide a solid foundation for the continued growth of the business. For more information, visit www.pattenergy.com.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this press release 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. These forward-looking statements, including statements regarding the annual CAFD contribution of Armow Wind, portfolio growth based on the identified ROFO list, and ability to achieve its owned interest target by the end of 2019, represent Pattern Energy'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, many of which are outside of Pattern Energy'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, Pattern Energy 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 Pattern Energy to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in Pattern Energy's annual report on Form 10-K and any quarterly reports on Form 10-Q. The risk factors and other factors noted therein could cause actual events or Pattern Energy's actual results to differ materially from those contained in any forward-looking statement.

(1) This forward looking measure of five-year average annual purchase price multiple of Cash Available for Distribution (CAFD) contribution from the Armow Wind Facility is a non-GAAP measure that cannot be reconciled to net cash provided by operating activities as the most directly comparable GAAP financial measure without unreasonable effort primarily because of the uncertainties involved in estimating forward-looking changes in working capital balances which are added to earnings to arrive at cash provided by operations and subtracted therefrom to arrive at CAFD. A description of the adjustments to determine CAFD can be found on page 67 of Pattern Energy's 2015 Annual Report on Form 10-K.

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Investor Relations

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