
**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): July 3, 2015

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 1.01 Entry into a Material Definitive Agreement.**First Amendment to Bilateral Management Services Agreement**

On October 2, 2013, Pattern Energy Group Inc. (“**Pattern Energy**”) entered into a Bilateral Management Services Agreement (the “**Agreement**”) with Pattern Energy Group LP (“**PEG LP**”) which provided, among other things, for a reintegration event to occur upon the completion of the first 20 consecutive trading day period during which the total market capitalization of Pattern Energy was no less than \$2.5 billion. Upon such reintegration event, Pattern Energy and PEG LP would cooperate to cause, within 30 business days of the reintegration event, the employees of PEG LP and its subsidiaries to become the employees of Pattern Energy and its subsidiaries.

On July 3, 2015, Pattern Energy and PEG LP entered into an amendment to the Agreement with respect to the reintegration event (the “**Amendment**”). Under the Amendment, Pattern Energy has the option, exercisable by delivery of written notice of exercise to PEG LP at any time during a period of eighteen (18) months commencing July 1, 2015, to require PEG LP to cause the employees of PEG LP and its subsidiaries to become employees of Pattern Energy and its subsidiaries (the “**Employee Reintegration**” and the date, if any, such notice is so delivered, the “**Reintegration Event**”). From and after the occurrence of the Reintegration Event, Pattern Energy and PEG LP will cooperate to cause the Employee Reintegration to occur by the six month anniversary of the Reintegration Event or as soon as reasonably practical thereafter.

The Reintegration Event is not conditioned upon any market capitalization target.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The terms of the Amendment with respect to the Reintegration Event and Employee Reintegration were recommended by the Conflicts Committee, which is comprised solely of independent directors, for approval by Pattern Energy’s Board of Directors, and approved by such Board of Directors.

Item 9.01 Financial Statements and Exhibits.**d. Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
10.1	First Amendment to Bilateral Management Services Agreement dated as of July 3, 2015 by and between Pattern Energy Group Inc. and Pattern Energy Group LP

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: July 7, 2015

PATTERN ENERGY GROUP INC.

By: /s/ Kim H. Liou

Name: Kim H. Liou

Title: Secretary

FIRST AMENDMENT TO BILATERAL MANAGEMENT SERVICES AGREEMENT

This FIRST AMENDMENT TO BILATERAL MANAGEMENT SERVICES AGREEMENT, made effective as of July 3, 2015 (“Amendment”), is by and between Pattern Energy Group Inc. (“PEG Inc.”) and Pattern Energy Group LP (“PEG LP”).

RECITALS

A. Whereas, PEG Inc. and PEG LP entered into that certain Bilateral Management Services Agreement dated October 2, 2013 (the “Agreement”); and

B. PEG Inc. and PEG LP wish to amend the Agreement on the terms and conditions set forth in this Amendment.

NOW, THEREFORE, in consideration of the premises set forth above, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Amendment to Reintegration Event. Section 6.01 of the Agreement is hereby amended and restated as follows:

“Section 6.01 Reintegration Event. PEG Inc. shall have the option, exercisable by delivery of written notice of exercise to PEG LP at any time during a period of eighteen (18) months commencing July 1, 2015, to require PEG LP to cause the employees of PEG LP and its subsidiaries to become employees of PEG Inc. and its subsidiaries (the “Employee Reintegration” and the date, if any, such notice is so delivered, the “Reintegration Event”). From and after the occurrence of the Reintegration Event, PEG Inc. and PEG LP will cooperate to cause the Employee Reintegration to occur by the six month anniversary of the Reintegration Event or as soon as reasonably practical thereafter.”

2. Miscellaneous.

2.1 Counterparts. This Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

2.2 Effect of Amendment. The Agreement is modified only by the express provisions of this Amendment, and shall as so modified remain in full force and effect and is hereby ratified and confirmed by PEG Inc. and PEG LP in all respects.

2.3 Governing Law. This Amendment shall be governed by and interpreted in accordance with the laws of the State of New York excluding any conflict-of-laws rule or principle that might refer the governance or the construction of this Amendment to the law of another jurisdiction irrespective of the choice of laws principles.

PATTERN ENERGY GROUP INC.-PATTERN ENERGY GROUP LP
FIRST AMENDMENT TO BILATERAL MANAGEMENT SERVICES AGREEMENT

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective authorized officers as of the date first written above.

Pattern Energy Group Inc.

By: /s/ Dyann Blaine
Name: Dyann Blaine
Title: Vice President

Pattern Energy Group LP

By: /s/ Dyann Blaine
Name: Dyann Blaine
Title: Vice President

PATTERN ENERGY GROUP INC.-PATTERN ENERGY GROUP LP
FIRST AMENDMENT TO BILATERAL MANAGEMENT SERVICES AGREEMENT