

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report: May 26, 2017

MIDDLESEX WATER COMPANY  
(Exact name of registrant as specified in its charter)

NEW JERSEY  
(State or other jurisdiction of  
incorporation or organization)

0-422  
(Commission  
File Number)

22-1114430  
(I.R.S. Employer  
Identification No.)

1500 RONSON ROAD, P.O. BOX 1500, ISELIN, NEW JERSEY 08830  
(Address of principal executive offices, including zip code)

(732)-634-1500  
(Registrant's telephone number, including area code)

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:

- 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 (17CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## EXPLANATORY NOTE

The current report on Form 8-K/A (the “**Amendment**”) amends the current report on Form 8-K dated May 24, 2017 filed by Middlesex Water Company (the “Company”) with the U.S. Securities and Exchange Commission (the “**Original Form 8-K**”). The Original Form 8-K reported the final voting results of the Company’s 2017 Annual Meeting of Shareholders held on May 23, 2017 (the “**2017 Annual Meeting**”). The sole purpose of this Amendment is to disclose the Company’s decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company’s named executive officers (“say on pay”). No other changes have been made to the Original Form 8-K.

### Item. 5.07. Submission of Matters to a Vote of Security Holders

As previously reported in the Original Form 8-K, Proposal No. 3 is a proposal to provide a non-binding advisory vote to approve the frequency of the non-binding shareholder vote approving the compensation of the Company’s named executive officers as disclosed in the 2017 Proxy Statement. The proposal was approved and received the following votes:

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|---------------|----------------|----------------|----------------|------------------------|
| 7,450,575     | 96,793         | 1,733,513      | 146,211        | 4,599,258              |

The Company has considered the outcome of this advisory vote and has determined, as was recommended with respect to this proposal by the Company’s board of directors in the proxy statement for the 2017 Annual Meeting, that the Company will hold future say on pay votes on an annual basis until the occurrence of the next advisory vote on the frequency of say on pay votes. The next advisory vote regarding the frequency of say on pay votes is required to occur no later than the Company’s 2023 Annual Meeting of Shareholders.

SIGNATURE

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

MIDDLESEX WATER COMPANY  
(Registrant)

s/A. Bruce O’Connor  
A. Bruce O’Connor  
Vice President, Treasurer and  
Chief Financial Officer

Dated: May 26, 2017

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