

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: September 6, 2019

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.)

485C ROUTE ONE SOUTH, SUITE 400, ISELIN, NEW JERSEY 08830
(Address of Principal Executive Offices) (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 (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	MSEX	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01. Other Events

Filing of Shelf Registration Statement and Prospectus Supplement

On September 6, 2019, Middlesex Water Company (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) a shelf registration statement (File No. 333-233649) (the “Registration Statement”), which became immediately effective upon filing.

On September 6, 2019, the Company also filed with the SEC, pursuant to the Registration Statement, a prospectus supplement dated September 6, 2019 (the “Prospectus Supplement”) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Company’s existing Investment Plan, a direct share purchase, sale and dividend reinvestment plan.

This Current Report on Form 8-K is being filed solely to include the opinion of counsel attached hereto as Exhibit 5, regarding the legality and validity of the securities issuable under the Prospectus Supplement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Document</u>
5*	Opinion of Jay L. Kooper, Vice President, General Counsel and Secretary of Middlesex Water Company.
23.1*	Consent of Jay L. Kooper, Vice President, General Counsel and Secretary of Middlesex Water Company (included in Exhibit 5).

* Filed herewith

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/Jay L. Kooper

Jay L. Kooper
Vice President, General Counsel and Secretary

Dated: September 6, 2019

September 6, 2019

Middlesex Water Company
485C Route 1 South, Suite 400
Iselin, New Jersey 08830

Ladies and Gentlemen:

I refer you to the prospectus supplement dated September 6, 2019 and the accompanying base prospectus dated September 6, 2019 (such documents, collectively, the "Prospectus") that form a part of Middlesex Water Company's (the "Company") effective registration statement on Form S-3 (File No. 333-233649) (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 382,187 shares of the Company's Common Stock, no par value (the "Common Shares") pursuant to the provisions of the Middlesex Water Company Investment Plan.

I am the Vice President, General Counsel and Secretary of Middlesex Water Company and have acted as counsel to the Company in connection with the Registration Statement and the Prospectus. In such capacity, I have examined the Registration Statement, the Prospectus, copies of the Company's Restated Certificate of Incorporation and amendments thereto, copies of the Company's by-laws and amendments thereto, resolutions adopted by the Board of Directors of the Company on September 4, 2019, certificates of officers of the Company and of public officials and such other corporate records and documents as we have deemed necessary in order to express the opinion set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified, conformed or photostatic copies and the authenticity of such original documents.

Based upon the foregoing examination, it is my opinion that the issuance of Common Shares has been duly authorized and, when and if issued and delivered against payment therefor in accordance with the Registration Statement and Prospectus, the Common Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K, which Form 8-K will be incorporated by reference into the Registration Statement and the Prospectus, and I further consent to the use of my name in the Registration Statement and the Prospectus which forms a part thereof. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

My opinion is limited to the laws of the State of New Jersey and the federal laws of the United States insofar as they bear on matters covered hereby. The opinion expressed herein limited to the laws, including rules and regulations as in effect on the date hereof.

Very truly yours,

/s/ Jay L. Kooper _____
Jay L. Kooper
Vice President, General Counsel and Secretary
Middlesex Water Company