

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 23, 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.

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**Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

*Amendment to the Restated Certificate of Incorporation*

On September 19, 2019 (the “Effective Date”), the Board of Directors of Middlesex Water Company (the “Company”) approved an amendment to the Restated Certificate of Incorporation regarding the cancellation of 3,000 shares of \$8 Cumulative and Convertible Preferred Stock that were converted into the Company’s Common Stock. As of the Effective Date, there are no outstanding shares of \$8 Cumulative and Convertible Preferred Stock. A copy of the Certificate of Amendment to the Restated Certificate of Incorporation of Middlesex Water Company is filed herein as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Document</u>
3.1*	<a href="#"><u>Certificate of Amendment to the Restated Certificate of Incorporation of Middlesex Water Company dated September 19, 2019.</u></a>

\* 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 23, 2019

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CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
MIDDLESEX WATER COMPANY

To: Treasurer of State of the State of New Jersey.

Pursuant to the provisions of N.J.S.A. 14A:7-18 the undersigned Corporation executes the following Certificate of Amendment to its Restated Certificate of Incorporation:

1. The name of the Corporation is MIDDLESEX WATER COMPANY.  
The principal office of the Corporation is 485C Route One South, Iselin, New Jersey 08830.
2. Of a total of 20,000 shares of the \$8 Cumulative and Convertible Preferred Stock of the Corporation originally issued, 20,000 total shares have been converted into Common Stock and cancelled and 3,000 of these shares have been converted into Common Stock and cancelled since the Corporation's most recent Certificate of Amendment addressing this Preferred Stock.
3. The date of adoption of the resolutions of the Board of Directors canceling such shares is September 19, 2019.
4. The aggregate number of authorized shares, including shares outstanding, itemized by classes and series, after giving effect to such cancellation, is a follows :

<u>Class</u>	<u>Authorized Shares</u>
Common Stock, No Par Value:	40,000,000
Cumulative Preferred Stock, No Par Value:	
\$7 Series	784 (Note A)
\$4.75 Series	10,000
Cumulative and Convertible Preferred Stock,	
\$7 Series	9,573 (Note B)
\$8 Series	0 (Note C)
All Series	120,357 (Note D)
Preference Stock, No Par Value:	100,000

5. The Restated Certificate of Incorporation provides that the shares cancelled shall not be reissued; and the Restated Certificate of Incorporation is amended by decreasing the aggregate number of shares which the corporation is authorized to issue by the number of shares cancelled.

- Note A: Reflects an authorization of 2,500 shares reduced by the number of cancelled shares which are not to be reissued.  
 Note B: Reflects an authorization of 17,000 shares reduced by the number of cancelled shares which are not to be reissued.  
 Note C: Reflects an authorization of 20,000 shares reduced by the number of cancelled shares which are not to be reissued.  
 Note D: Reflects an authorization of 150,000 shares reduced by the number of cancelled shares which are not to be reissued.

MIDDLESEX WATER COMPANY

By: s/ Jay L. Kooper  
Jay L. Kooper  
Vice President, General Counsel  
and Secretary

Dated: September 19, 2019

(SEAL)