

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 - October 3, 2018

**ALLETE, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of  
incorporation or organization)

**1-3548**

(Commission File Number)

**41-0418150**

(IRS Employer  
Identification No.)

**30 West Superior Street  
Duluth, Minnesota 55802-2093**

(Address of principal executive offices, including zip code)

**(218) 279-5000**

(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))

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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## SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

### Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

ALLETE, Inc. (the "Company") is transferring administration of the ALLETE and Affiliated Companies Retirement Savings and Stock Ownership Plan (the "RSOP") to Great-West Life & Annuity Insurance Company (d/b/a Empower Retirement) effective November 1, 2018. As a result of this transfer, participants in the RSOP will be temporarily unable to make a withdrawal, obtain a distribution, obtain a loan, or change investment options under the RSOP (the "RSOP blackout period"). The RSOP blackout period will begin at 3:00 p.m., Central time, on October 25, 2018 and is expected to end during the week of November 18, 2018.

On October 3, 2018, the Company delivered a notice to its directors and executive officers informing them of a temporary suspension on transactions by directors and executive officers in equity or derivative securities of the Company during the RSOP blackout period. The notice, which was provided to the Company's directors and executive officers in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, is attached hereto as Exhibit 99 and is incorporated herein by reference.

During the RSOP blackout period and for a period of two years after the ending date of such blackout period, a securityholder or other interested person may obtain, without charge, information regarding the blackout period, including the actual ending date of the blackout period, by contacting Bethany M. Owen, Senior Vice President, Chief Legal & Administrative Officer, and Corporate Secretary, ALLETE, Inc., 30 West Superior Street, Duluth, Minnesota 55802, telephone: (218) 355-3231.

## SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

#### Exhibit Number

[99. Notice of Temporary Suspension of Transactions by Directors and Executive Officers in Equity or Derivative Securities of ALLETE, Inc.](#)

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*Readers are cautioned that forward-looking statements should be read in conjunction with the ALLETE's disclosures under the heading "Forward-Looking Statements" located on page 2 of this Form 8-K.*

## Forward-Looking Statements

Statements in this report that are not statements of historical facts are considered “forward-looking” and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there can be no assurance that the expected results will be achieved. Any statements that express, or involve discussions as to, future expectations, risks, beliefs, plans, objectives, assumptions, events, uncertainties, financial performance, or growth strategies (often, but not always, through the use of words or phrases such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” “likely,” “will continue,” “could,” “may,” “potential,” “target,” “outlook” or words of similar meaning) are not statements of historical facts and may be forward-looking.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are providing this cautionary statement to identify important factors that could cause our actual results to differ materially from those indicated in forward-looking statements made by or on behalf of ALLETE in Current Report on Form 8-K, in presentations, on our website, in response to questions or otherwise. These statements are qualified in their entirety by reference to, and are accompanied by, the following important factors, in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements that could cause our actual results to differ materially from those indicated in the forward-looking statements:

- our ability to successfully implement our strategic objectives;
- global and domestic economic conditions affecting us or our customers;
- changes in and compliance with laws and regulations;
- changes in tax rates or policies or in rates of inflation;
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements;
- weather conditions, natural disasters and pandemic diseases;
- our ability to access capital markets and bank financing;
- changes in interest rates and the performance of the financial markets;
- project delays or changes in project costs;
- changes in operating expenses and capital expenditures and our ability to raise revenues from our customers in regulated rates or sales price increases at our Energy Infrastructure and Related Services businesses;
- the impacts of commodity prices on ALLETE and our customers;
- our ability to attract and retain qualified, skilled and experienced personnel;
- effects of emerging technology;
- war, acts of terrorism and cybersecurity attacks;
- our ability to manage expansion and integrate acquisitions;
- population growth rates and demographic patterns;
- wholesale power market conditions;
- federal and state regulatory and legislative actions that impact regulated utility economics, including our allowed rates of return, capital structure, ability to secure financing, industry and rate structure, acquisition and disposal of assets and facilities, operation and construction of plant facilities and utility infrastructure, recovery of purchased power, capital investments and other expenses, including present or prospective environmental matters;
- effects of competition, including competition for retail and wholesale customers;
- effects of restructuring initiatives in the electric industry;
- the impacts on our Regulated Operations segment of climate change and future regulation to restrict the emissions of GHG;
- effects of increased deployment of distributed low-carbon electricity generation resources;
- the impacts of laws and regulations related to renewable and distributed generation;
- pricing, availability and transportation of fuel and other commodities and the ability to recover the costs of such commodities;
- our current and potential industrial and municipal customers’ ability to execute announced expansion plans;
- real estate market conditions where our legacy Florida real estate investment is located may not improve;
- the success of efforts to realize value from, invest in, and develop new opportunities in, our Energy Infrastructure and Related Services businesses; and
- factors affecting our Energy Infrastructure and Related Services businesses, including fluctuations in the volume of customer orders, unanticipated cost increases, changes in legislation and regulations impacting the industries in which the customers served operate, the effects of weather, creditworthiness of customers, ability to obtain materials required to perform services, and changing market conditions.

### **Forward-Looking Statements (Continued)**

Additional disclosures regarding factors that could cause our results or performance to differ from those anticipated by this report are discussed in Part I, Item 1A. Risk Factors of ALLETE's Annual Report on Form 10-K for the year ended December 31, 2017, and in Part II, Item 1A. Risk Factors of ALLETE's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which that statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the businesses of ALLETE or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are urged to carefully review and consider the various disclosures made by ALLETE in this Current Report on Form 8-K and in other reports filed with the SEC that attempt to identify the risks and uncertainties that may affect ALLETE's business.

ALLETE, Inc. Form 8-K dated October 3, 2018

**SIGNATURES**

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

**ALLETE, Inc.**

October 3, 2018

/s/ Bethany M. Owen

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Bethany M. Owen

Senior Vice President, Chief Legal and Administrative Officer, and Corporate Secretary

ALLETE, Inc. Form 8-K dated October 3, 2018

## IMPORTANT NOTICE

To: Directors and Executive Officers of ALLETE, Inc.  
From: Bethany M. Owen  
Senior Vice President, Chief Legal & Administrative Officer, and Corporate Secretary  
Date: October 3, 2018  
Re: Notice of Temporary Suspension of Transactions by Directors and Executive Officers in Equity or Derivative Securities of ALLETE, Inc.

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As required by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, ALLETE, Inc. ("ALLETE") is providing you this notice to inform you of an upcoming "blackout period" for participant transactions under the ALLETE and Affiliated Companies Retirement Savings and Stock Ownership Plan (the "RSOP") and the imposition, in connection with the RSOP blackout period, of a temporary suspension of transactions by directors and executive officers in equity or derivative securities of ALLETE outside of the RSOP during the RSOP blackout period.

ALLETE is transferring administration of the RSOP to Great-West Life & Annuity Insurance Company (d/b/a "Empower Retirement") effective November 1, 2018. This transfer will require that a blackout period be imposed on participants in the RSOP, which will begin at 3:00 p.m., Central time, on October 25, 2018, and which is expected to end during the week of November 18, 2018. During the RSOP blackout period, participants in the RSOP will be temporarily unable to make a withdrawal, obtain a distribution, obtain a loan, or change investment options under the RSOP.

**Under the Sarbanes-Oxley Act of 2002 and Regulation BTR, directors and executive officers of ALLETE are also generally prohibited from engaging in transactions outside of the RSOP involving ALLETE equity securities, including derivatives based on ALLETE stock, while RSOP participants are subject to the blackout period. This temporary suspension for directors and executive officers is described below.**

**1. Duration of the Temporary Suspension for Directors and Executive Officers.** The RSOP blackout period and the temporary suspension for directors and executive officers will begin at 3:00 p.m., Central time, on October 25, 2018, and is expected to end during the week of November 18, 2018. Please note that this temporary suspension for directors and executive officers is separate from (but coincides in part with) the quarterly earnings blackout imposed on you under ALLETE's Purchase and Sale of Company Securities Policy. ALLETE has the right to extend the RSOP blackout period if ALLETE or Empower Retirement needs additional time to complete the transfer of services for the RSOP although ALLETE does not anticipate that this will be necessary. If ALLETE extends the RSOP blackout period, that would result in an extension of the temporary suspension for directors and executive officers. ALLETE will notify you if that occurs.

**2. Transactions Prohibited During the Temporary Suspension.** During the temporary suspension, you are generally prohibited from, directly or indirectly, purchasing, selling, or otherwise acquiring or transferring any equity or derivative security of ALLETE if you acquire or previously acquired such security in connection with your service as a director of ALLETE or employment as an executive officer of ALLETE. Transactions prohibited include, but are not limited to, purchases and sales of equity and derivative securities. These prohibitions also apply to members of your immediate family who share your household and any entities that you may be deemed to, directly or indirectly, share beneficial ownership with (such as a trust, family partnership or similar entity).

Certain transactions are exempt from the temporary suspension for directors and executive officers. For example, purchases and sales under Rule 10b5-1(c) trading plans are permitted (so long as you do not make or modify your election during the temporary suspension or when you are aware of the dates of the temporary suspension). The temporary suspension also does not apply to any acquisition or disposition of equity or derivative securities involving bona fide gifts or transfers by will or the laws of descent and distribution.

**3. Securities Covered by the Temporary Suspension.** As noted above, the temporary suspension for directors and executive officers covers equity and derivative securities you acquired or may acquire "in connection with service as a director or employment as an executive officer." This includes, among other things, securities you acquired under a compensatory plan or contract (such as under a restricted stock unit award) as a director or executive officer, securities acquired while serving as a director or executive officer to satisfy ALLETE's minimum ownership requirements for directors or executive officers, or securities you acquired as a direct or indirect inducement to service as a director or to employment as an executive officer.

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**If you have any questions regarding the RSOP blackout period or the temporary suspension for directors and executive officers, including obtaining, without charge, the actual ending date, please contact me at (218) 355-3231, or at ALLETE, Inc., Attention: Bethany M. Owen, Senior Vice President, Chief Legal & Administrative Officer, and Corporate Secretary, 30 West Superior Street, Duluth, Minnesota 55802.**