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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PATTERN ENERGY GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-0893251
(I.R.S. employer
identification no.)

**1088 Sansome Street
San Francisco, CA 94111**
(Address of principal executive offices)

PATTERN ENERGY GROUP INC. 2013 EQUITY INCENTIVE AWARD PLAN
(Full title of the plan(s))

**Dyann S. Blaine
Vice President
Pattern Energy Group Inc.
1088 Sansome Street
San Francisco, CA 94111**
(Name and address of agent for service)

(415) 283-4000
(Telephone number, including area code, of agent for service)

Copies to:

**Scott Petepiece, Esq.
Sean Skiffington, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
Telephone: (212) 848-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SHARES

On October 9, 2013, Pattern Energy Group Inc., a Delaware corporation (the “Company”), filed a Registration Statement on Form S-8 (File No. 333-191641) (the “Registration Statement”) registering 3,000,000 shares of the Company’s Class A common stock, par value \$0.01 per share (the “Common Stock”), to be issued to participants under the Pattern Energy Group Inc. 2013 Equity Incentive Award Plan. This Post-Effective Amendment No. 1 to the Registration Statement (this “Post-Effective Amendment”) is being filed to deregister all shares of Common Stock that had been registered and remain unsold under the Registration Statement.

On November 3, 2019, the Company entered into an Agreement and Plan of Merger with Pacific US Inc., a Delaware corporation (“Parent”), and Pacific BidCo US Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), providing for, among other things, the merger of Merger Sub with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Parent (the “Merger”). The Merger became effective on March 16, 2020, upon the filing of the certificate of merger with the Secretary of State of the State of Delaware.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered but remain unsold at the termination of the offering, the Company hereby amends the Registration Statement to remove from registration all shares of Common Stock registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Francisco, California, on this 16th day of March, 2020.

PATTERN ENERGY GROUP INC.

By: /s/ Dyann S. Blaine

Dyann S. Blaine
Vice President

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.