

UGI CORP /PA/
Form 8-K
January 30, 2018

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 (Date of Earliest Event Reported):

January 25, 2018

UGI Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania

1-11071

23-2668356

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

460 No. Gulph Road, King of Prussia,
Pennsylvania

19406

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610 337-1000

Not Applicable

Former name or former address, if changed since last report

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))

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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. []

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On January 25, 2018, UGI Corporation (the Company) held its Annual Meeting of Shareholders. The shareholders (i) elected all eight nominees to the Board of Directors, (ii) adopted a resolution approving the Company's executive compensation, and (iii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018.

1. The table below sets forth (i) the number of votes cast for each director nominee, (ii) the number of votes cast against each director nominee, (iii) the number of broker non-votes for each director nominee, and (iv) the number of abstentions for each director nominee.

| DIRECTOR NOMINEES | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--------------------------|-------------|----------------|--------------------|-----------------------------|
| M. Shawn Bort | 134,877,090 | 694,828 | 214,270 | 18,250,053 |
| Theodore A. Dosch | 134,846,307 | 715,290 | 224,591 | 18,250,053 |
| Richard W. Gochnauer | 134,627,530 | 940,798 | 217,860 | 18,250,053 |
| Frank S. Hermance | 134,499,050 | 1,051,298 | 235,840 | 18,250,053 |
| Anne Pol | 133,482,937 | 2,087,702 | 215,549 | 18,250,053 |
| Marvin O. Schlanger | 133,355,181 | 2,227,755 | 203,252 | 18,250,053 |
| James B. Stallings, Jr. | 134,766,366 | 797,580 | 222,242 | 18,250,053 |
| John L. Walsh | 134,705,756 | 868,464 | 211,968 | 18,250,053 |

2. The number of votes cast for and against, the number of abstentions and the number of broker non-votes for the advisory vote on the resolution to approve the Company's executive compensation is as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-------------------------|
| 127,969,448 | 7,124,323 | 692,417 | 18,250,053 |

3. The number of votes cast for and against, the number of abstentions and the number of broker non-votes for the ratification of the appointment of Ernst & Young LLP is as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-----------------------------|
| 146,192,852 | 7,283,170 | 560,219 | 0 |

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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 hereunto duly authorized.

January 30, 2018

UGI Corporation

By: */s/ Monica M. Gaudiosi*

Name: Monica M. Gaudiosi

Title: Vice President, General Counsel and Secretary