

UGI CORP /PA/
Form 8-K
February 04, 2019

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 30, 2019

UGI Corporation

(Exact name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction

1-11071

23-2668356
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

460 No.Gulph Road,

King of Prussia, Pennsylvania
(Address of Principal Executive Offices)

19406
(Zip Code)

Registrant's Telephone Number, Including Area Code: (610) 337-1000

Not Applicable

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(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))

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 5.07 Submission of Matters to a Vote of Security Holders.

On January 30, 2019, UGI Corporation (the “Company”) held its Annual Meeting of Shareholders. The shareholders (i) elected all ten 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 2019.

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 | 135,873,653 | 1,439,558 | 228,000 | 17,580,064 |
| Theodore A. Dosch | 136,688,933 | 618,568 | 233,710 | 17,580,064 |
| Richard W. Gochnauer | 136,534,401 | 769,373 | 237,437 | 17,580,064 |
| Alan N. Harris | 136,975,411 | 314,242 | 251,558 | 17,580,064 |
| Frank S. Hermance | 136,513,694 | 786,697 | 240,820 | 17,580,064 |
| Anne Pol | 133,743,817 | 3,567,432 | 229,962 | 17,580,064 |
| Kelly A. Romano | 136,873,875 | 429,865 | 237,471 | 17,580,064 |
| Marvin O. Schlanger | 134,017,798 | 3,289,599 | 233,814 | 17,580,064 |
| James B. Stallings, Jr. | 136,208,427 | 1,111,119 | 221,665 | 17,580,064 |
| John L. Walsh | 136,978,160 | 301,965 | 261,086 | 17,580,064 |

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 |
|-------------|------------|-------------|------------------|
| 126,751,830 | 10,202,362 | 587,019 | 17,580,064 |

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 |
|-------------|---------|-------------|------------------|
| 154,524,938 | 293,938 | 302,399 | 0 |

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.

UGI Corporation

February 4, 2019 By: /s/ Monica M. Gaudiosi
Monica M. Gaudiosi
Vice President and General Counsel, Secretary