

UGI CORP /PA/
Form 11-K
June 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013
OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____
Commission file number: 001-11071

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

UGI UTILITIES, INC. SAVINGS PLAN
2525 N. 12th Street, Suite 360
READING, PA 19612

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

UGI CORPORATION
460 NORTH GULPH ROAD
KING OF PRUSSIA, PENNSYLVANIA 19406

UGI UTILITIES, INC.
SAVINGS PLAN
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Exhibit 23

All other schedules to be filed with the Department of Labor in accordance with the Employee Retirement Income Security Act of 1974 are not applicable and have been omitted.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Plan Administrator of
UGI Utilities, Inc. Savings Plan

We have audited the accompanying statements of net assets available for benefits of the UGI Utilities, Inc. Savings Plan as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Morison Cogen LLP
Bala Cynwyd, Pennsylvania
June 27, 2014

UGI UTILITIES, INC.
 SAVINGS PLAN
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	2012
ASSETS:		
Investments (Notes 3 and 5)	\$ 197,717,802	\$ 160,449,744
Receivables:		
Participants' contributions receivable	329,228	309,048
Employers' contributions receivable	111,196	98,059
Notes receivable from participants	3,892,658	3,726,179
Total assets	202,050,884	164,583,030
LIABILITIES:		
Accrued administrative expenses	15,415	8,852
Total liabilities	15,415	8,852
Net assets available for benefits at fair value	202,035,469	164,574,178
Adjustments from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(628,708) (1,038,796
Net assets available for benefits	\$ 201,406,761	\$ 163,535,382
See accompanying notes to financial statements.		

UGI UTILITIES, INC.
 SAVINGS PLAN
 STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,		
	2013	2012	
Additions:			
Participants' contributions	\$8,573,164	\$8,445,578	
Employers' contributions	2,938,688	2,734,092	
Participants' rollover contributions	662,710	744,248	
Investment income:			
Dividends and interest	5,014,387	3,926,582	
Net appreciation in value of investments	30,503,645	13,847,627	
Net transfers of participants' balances	—	279,751	
Interest on notes receivable from participants	164,292	175,512	
Deductions:			
Administrative fees	(63,040) (50,252)
Net transfers of participants' balances	(15,066) —)
Distributions to participants	(9,907,401) (12,742,317)
Net increase	37,871,379	17,360,821	
Net assets available for benefits—beginning of year	163,535,382	146,174,561	
Net assets available for benefits—end of year	\$201,406,761	\$163,535,382	
See accompanying notes to financial statements.			

UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The following brief description of the UGI Utilities, Inc. Savings Plan (the "Plan") provides general information on the provisions of the Plan in effect on December 31, 2013 and during the periods covered by the financial statements. More complete information is included in the Plan documents.

General. The Plan is a defined contribution plan covering employees of UGI Utilities, Inc. and its subsidiaries (collectively, "UGI Utilities"), its holding company parent UGI Corporation ("UGI"), and certain affiliated companies (collectively, the "Employers"). Employees of the Employers are eligible upon hire to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is administered by the UGI Utilities, Inc. Retirement Committee ("Plan Administrator") whose members are appointed by the Board of Directors of UGI Utilities.

Contributions. Generally a participant may elect to contribute to the Plan on a before-tax basis through payroll reduction an amount equal to from 1% to 50%, in whole percentages, of eligible compensation. In addition all participants may elect to contribute to the Plan on an after-tax basis through payroll deduction an amount equal to from 1% to 20%, in whole percentages, of eligible compensation, provided that the combination of before-tax and after-tax contributions does not exceed 50% of eligible compensation. Calendar year before-tax and after-tax contribution amounts are subject to limits prescribed by the Internal Revenue Code ("IRC") and the Plan, respectively. For the 2013 and 2012 Plan Years, the IRC before-tax contribution limits were \$17,500 and \$17,000, respectively. After-tax contributions are subject to limits set by the Plan and Section 402(g) of the IRC. A participant may increase the rate of, or reduce or suspend, his or her before-tax or after-tax contributions at any time by contacting the Plan's recordkeeper, Fidelity Institutional Retirement Services Co. ("FIRSCO").

The Plan allows for "catch-up contributions." The catch-up contribution provision allows certain employees to make before-tax contributions over and above the IRS and Plan limits. In order to be eligible to make catch-up contributions, employees must be at least 50 years of age and must be contributing the IRC or Plan limit. The maximum catch-up contributions for both the 2013 and 2012 Plan Years was \$5,500. Catch-up contributions are not eligible for the Employers' matching contribution (as described below).

A participant will at all times be fully (100%) vested in the portion of his or her account attributable to participant contributions.

The Plan also accepts on behalf of any employee (i) the entire amount of cash received as a distribution from another qualified trust forming part of a plan described in section 401(a) of the IRC or from a "rollover" individual retirement plan described in section 408 of the IRC, but only if the deposit qualifies as a tax-free rollover as defined in section 402 or (ii) a direct transfer from another plan qualified under Section 401(a) of the IRC. The Plan accepts after-tax rollover contributions.

For each pay period during a plan year, the Employers may, at their discretion, make a contribution to the Plan equal to a percentage of participant before-tax and after-tax contributions. Generally, for eligible Plan participants hired prior to January 1, 2009, the Employer matching contribution is equal to 50% of the first 3% of eligible compensation and 25% of the next 3% of eligible compensation that such participant has elected to make on his or her behalf in salary deferrals to the Plan or has elected to contribute to the plan as after-tax contributions. Generally, eligible employees hired on or after January 1, 2009 receive an Employer matching contribution of 100% of up to 5% of eligible compensation that such participants have elected to make on a before-tax or after-tax basis. Certain affiliate companies' Plan participants have a different Employer matching contribution rate.

Generally, a participant is fully vested in the portion of his or her account attributable to Employers' matching contributions as follows: 25% after two years of service; 50% after three years of service; 75% after four years of service; and 100% after five years of service. Certain Plan participants covered by collective bargaining agreements have a different vesting schedule for employer matching contributions. In addition, a participant is fully vested in the portion of his or her account attributable to Company contributions upon the attainment of normal retirement age (as defined in the Plan document), total disability (as defined by the Plan document) or death while in the employ of the

Employers or an affiliated company. For Plan purposes, a participant will attain normal retirement age on the later of his or her 65th birthday or the fifth anniversary of his or her date of hire. For vesting purposes, participants in the Plan who were former employees of businesses acquired by UGI Utilities generally receive credit for past eligible service with such acquired businesses.

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UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

A participant who terminates employment before he or she is fully vested will forfeit nonvested amounts attributable to the Employers' contributions. These forfeited amounts remain in the Plan and are available to reduce future Employer contributions or pay expenses incurred in the administration of the Plan. For the 2013 Plan Year, forfeitures of \$71,320 were used to reduce the Employers' contributions. For the 2012 Plan Year, forfeitures of \$74,606 were used to reduce the Employers' contributions. During the 2013 and 2012 Plan Years, \$53,275 and \$63,023, respectively, were forfeited from participants' accounts. As of December 31, 2013 and 2012, there were \$20,574 and \$38,652, respectively, of forfeitures remaining in the Plan.

Effective January 1, 2014, the Plan also permits participants to make Roth 401(k) contributions to the Plan.

Investment Funds. A participant may elect to have his or her funds invested in one or more investment options. The Plan currently offers investments in selected mutual funds, the UGI Common Stock Fund, common collective trust funds and Brokerage Link. Brokerage Link balances consist of the mutual funds offered by the Plan, as well as mutual funds offered by other registered investment companies. Generally, participants may transfer amounts between funds at any time with no limit. Participants may change their investment elections for future contributions at any time. The default investment fund under the Plan is the age appropriate Vanguard Target Retirement collective trust fund (based on an assumed retirement age of 65). Fidelity Management Trust Company is the Plan's Trustee for all investment assets of the Plan and qualifies as a party in interest. The Statements of Changes in Net Assets Available for Benefits reflects certain administrative fees paid by Plan Participants to FIRSCO from Plan assets (see "Administrative Expenses" below). References to "Fidelity" in the table of trust investments (Note 3) refer to investment funds managed by Fidelity Management & Research Company ("FMR"). References to "Vanguard" in the table of trust investments (Note 3) refer to investment funds managed by The Vanguard Group.

Distributions. The Plan benefit of a participant who terminates employment as a result of total disability, as defined in the Plan document, or who terminates employment and has reached his or her Early Retirement Date or Normal Retirement Date, as defined by the Plan, shall be equal to the proceeds of liquidation of 100% of the balance of his or her account. Participants may elect to receive their interest in the UGI Common Stock Fund in the form of shares of UGI Corporation Common Stock. The Plan benefit of a participant who terminates employment as a result of death, or for reasons other than total disability or retirement after his or her Early Retirement Date or Normal Retirement Date, shall be equal to the proceeds of liquidation of the vested portion of his or her account. Where the amount to be distributed exceeds \$1,000, no distribution shall be made to any Plan participant prior to age 70^{1/2}, unless the participant elects to receive such distribution. Where the amount to be distributed does not exceed \$1,000, a Plan participant's benefit will be distributed as soon as practicable after the participant becomes entitled to receive a distribution.

A participant who continues to work past age 70^{1/2} will receive a mandatory required distribution upon termination of employment.

Death. If a participant dies prior to receiving a distribution of his or her account, the participant's designated beneficiary shall be entitled to receive a lump-sum distribution of the proceeds of liquidation of 100% of the vested portion of his or her account. Generally, the beneficiary may request a distribution of the participant's account balance as soon as practicable following the date of the participant's death. The beneficiary of a participant who is married at the time of the participant's death will be the participant's spouse, unless the participant designated another beneficiary and the spouse consented to such designation in accordance with procedures specified by the Plan document.

Withdrawals. Generally, a participant may withdraw up to 50% of the balance of his or her account attributable to after-tax contributions at any time. However, the withdrawal must be in an amount of at least \$250. If any portion of the amount withdrawn is attributable to contributions that were matched by the Employers, the participant's participation in the Plan will be suspended for the three-month period following the withdrawal. No more than one such withdrawal in any calendar year is permitted from each of the matched and unmatched portions of a participant's after-tax contribution account.

UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

A participant may withdraw before-tax contributions (and earnings attributable thereto credited as of December 31, 1988) and rollover contributions, only on account of financial hardship resulting from (i) medical expenses as defined in section 213(d) of the IRC; (ii) educational expenses for the next twelve months of post-secondary education of the participant, or his or her spouse, children or dependents; (iii) foreclosure on or eviction from a primary residence; (iv) costs directly related to the purchase of a primary residence; (v) payments for burial or funeral expenses for the participant's parent, spouse, children or eligible dependents; or (vi) expenses for the repair of casualty loss damages on a primary residence due to a catastrophic event as defined in section 165 of the IRC. A hardship withdrawal will be permitted if the Plan Administrator determines that (i) the withdrawal is on account of an immediate and heavy financial need of the participant and (ii) the withdrawal is necessary to satisfy such financial need. A participant's participation in the Plan is suspended for the six-month period following a hardship withdrawal.

Active employees who reach age 59^{1/2} can elect an in-service withdrawal in the amount of at least \$1,000. While a participant is still employed by any of the Employers, withdrawals of amounts attributable to Employers' contributions and post-1988 earnings on participant before-tax contributions are not permitted.

Loan Provision. The Plan includes an employee loan provision. Generally, at the time a loan is to be made, the amount of all loans to be outstanding may not exceed the lesser of (i) 50% of a participant's before-tax and rollover account balances, or (ii) \$50,000 less the highest balance of any loan during the prior twelve-month period. Each loan bears interest at a rate determined in accordance with generally prevailing market conditions for similar types of loans. The minimum loan amount is \$1,000. The amount of the loan withdrawn from a participant's account is allocated in proportion to the value of the participant's salary deferral and rollover account balances in each investment fund. Repayments, including interest, are made in equal installments through payroll deductions and are allocated to participant accounts in accordance with current investment elections. No loan may have a final maturity in excess of five years except that, if the loan is used to purchase a principal residence for the participant, the loan may have a final maturity of up to ten years. No participant shall be permitted to have more than two loans outstanding at any one time.

Administrative Expenses. Administrative expenses of the Plan are chargeable to the Plan unless paid for by the Employers. Other than the Plan fees described below, the Employers currently pay such expenses. During the periods covered by the financial statements, each active Plan account was assessed a quarterly recordkeeping fee as follows: \$4.25 from January 1, 2012 through June 30, 2012; \$5.25 from July 1, 2012 through September 30, 2013; and \$9.00 beginning October 1, 2013. This fee is automatically deducted in the month following the end of the quarter and remitted to FIRSCO. Loan administration and withdrawal fees are paid by Plan participants. Mutual fund and collective trust fund expenses are paid to fund managers from mutual fund or collective trust fund assets.

Plan Termination. Although it has not expressed any intent to do so, UGI Utilities has the right to terminate the Plan in whole or in part at any time for any reason. In the event of a complete or partial termination of the Plan, the affected participants will become fully vested in their account balances.

Plan Amendment. UGI Utilities may amend the Plan at any time for any reason by written action of its Board of Directors. Amendments required to comply with the IRC to maintain compliance with current laws or regulations or to correct errors or omissions in the Plan document, however, may be made by the Retirement Committee without Board approval.

Voting Rights of UGI Common Stock Fund Participants. A participant has the right to instruct the trustee of the Plan how to vote, at each meeting of shareholders, all shares of UGI Corporation Common Stock (including fractional shares) represented by the value of the participant's interest in the UGI Common Stock Fund. A participant also has the right to direct the trustee of the Plan whether or not to tender shares in response to a tender offer.

2. Accounting Policies

Use of Estimates and Basis of Accounting. The accompanying financial statements are prepared in accordance with the accounting principles generally accepted in the United States of America ("GAAP"). GAAP requires the Plan

Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition. The Statements of Net Assets Available for Benefits reflect the Plan's investments at their fair values except for the Plan's investment in the Vanguard Retirement Savings Trust III (a common collective trust fund investment) which is stated at its fair value and adjusted to contract value (as further described below). Fidelity Brokerage Link accounts are reflected at their fair value of associated investments.

The Statements of Net Assets Available for Benefits reflects the Plan's interests in collective trust funds at their net asset values ("NAVs") provided by the administrator of the funds. The NAVs are based upon the fair values of the underlying assets owned by the funds, minus their liabilities, and then divided by the number of shares outstanding. For the Vanguard Retirement Savings Trust III fund, such amount is then adjusted to contract value because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The interest in the Vanguard Retirement Savings Trust III fund is included in the Statements of Changes in Net Assets Available for Benefits on a contract basis.

Dividend income is recorded on the record date. Interest earned on investments is recorded on the accrual basis.

Purchases and sales of securities are recorded on a trade date basis.

UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in fair value of investments which consists of realized gains or losses and unrealized appreciation (depreciation) in the fair value of those investments.

Distributions are made to Plan participants based upon the fair value of each participant's investment account (except for investments of the Vanguard Retirement Savings Trust III fund for which distributions are based upon contract value and except for distributions from the UGI Common Stock Fund, to the extent not all shares are sold on the same date) as of the dates of the distribution. Distributions to participants are recorded when paid.

Transfers of Participants' Balances. Transfers of participant balances represent amounts transferred to or from the AmeriGas Propane, Inc. Savings Plan and the UGI HVAC Enterprises, Inc. Savings Plan, which are affiliated plans. **Notes Receivable from Participants.** Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable is recorded when earned. No allowances for credit losses have been recorded as of December 31, 2013 and 2012.

Fair Value Measurements. The Plan performs fair value measurements in accordance with GAAP. Refer to Note 5 for the fair value measurement disclosures associated with the Plan's investments.

Risks and Uncertainties. The investments of the separate investment funds are subject to various risks including interest rate, credit and overall market volatility. The degree and concentration of these risks vary by fund. The Plan's exposure to credit losses in the event of nonperformance of investments is limited to the carrying value of such investments. Due to the level of risk associated with the separate investment funds, it is reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

3. Trust Investments

The components of trust investments by fund at December 31, 2013 and 2012 are as follows:

	December 31, 2013	2012	
Mutual Funds:			
Fidelity Spartan U.S. Bond Index Fund (shares — 642,383 and 827,066, respectively)	\$7,297,473	\$9,833,812	*
Fidelity Growth Company Fund - Class K (shares — 287,037 and 262,531, respectively)	34,361,254	* 24,488,862	*
Fidelity Spartan International Index Fund (shares — 138,857 and 136,664, respectively)	5,647,333	4,684,854	
Fidelity T. Rowe Price Equity Income Fund (shares — 432,744 and 413,033, respectively)	14,211,300	* 10,924,732	*
Fidelity PIMCO Total Return Fund Institutional Class (shares — 129,442 and 144,601, respectively)	1,383,738	1,625,317	
Fidelity American Funds EuroPacific Growth Fund Class R-6 (shares — 13,124 and 5,859, respectively)	643,457	241,258	
Fidelity Royce Pennsylvania Mutual Fund Investment Class (shares — 29,219 and 3,894, respectively)	430,390	44,777	
Vanguard Institutional Index Fund (shares — 92,013 and 92,417, respectively)	15,575,928	* 12,062,309	*
Vanguard Prime Money Market Fund (shares — 8,189,289 and 9,700,605, respectively)	8,189,289	9,700,605	*

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Vanguard Target Retirement Income Fund (shares — 0 and 84,593, respectively)	—	1,031,190
Vanguard Target Retirement 2010 Fund (shares — 0 and 55,131, respectively) —		1,330,313

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UGI UTILITIES, INC.

SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued)

Vanguard Target Retirement 2015 Fund (shares — 0 and 663,315, respectively)		8,875,150	*
Vanguard Target Retirement 2020 Fund (shares — 0 and 193,792, respectively)		4,618,069	
Vanguard Target Retirement 2025 Fund (shares — 0 and 844,165, respectively)		11,472,198	*
Vanguard Target Retirement 2030 Fund (shares — 0 and 76,057, respectively)		1,778,217	
Vanguard Target Retirement 2035 Fund (shares — 0 and 294,516, respectively)		4,149,732	
Vanguard Target Retirement 2040 Fund (shares — 0 and 41,192, respectively)		954,827	
Vanguard Target Retirement 2045 Fund (shares — 0 and 154,222, respectively)		2,243,937	
Vanguard Target Retirement 2050 Fund (shares — 0 and 17,237, respectively)		398,011	
Vanguard Extended Market Index Fund (shares — 202,517 and 188,070, respectively)	12,707,912	* 8,624,876	*
Total mutual funds	100,448,074	119,083,046	
Assets in Fidelity Brokerage Link Account — various investments including registered investment company funds, money market funds and cash	6,879,778	5,003,568	
Common Collective Trusts:			
Vanguard Retirement Savings Trust III (shares — 13,825,306 and 13,373,488, respectively)	14,454,014	* 14,412,284	*
Vanguard Target Retirement Income Trust II (shares — 57,428 and 0, respectively)	1,617,170	—	
Vanguard Target Retirement 2010 Trust II (shares — 57,450 and 0, respectively)	1,490,824	—	
Vanguard Target Retirement 2015 Trust II (shares — 391,332 and 0, respectively)	10,088,289	* —	
Vanguard Target Retirement 2020 Trust II (shares — 224,276 and 0, respectively)	5,669,685	—	
Vanguard Target Retirement 2025 Trust II (shares — 588,245 and 0, respectively)	14,576,713	* —	
Vanguard Target Retirement 2030 Trust II (shares — 99,173 and 0, respectively)	2,402,964	—	
Vanguard Target Retirement 2035 Trust II (shares — 234,397 and 0, respectively)	5,679,437	—	
Vanguard Target Retirement 2040 Trust II (shares — 57,056 and 0, respectively)	1,407,000	—	
Vanguard Target Retirement 2045 Trust II (shares — 135,511 and 0, respectively)	3,340,334	—	
Vanguard Target Retirement 2050 Trust II (shares — 37,891 and 0, respectively)	938,550	—	
Vanguard Target Retirement 2055 Trust II (shares — 15 and 0, respectively)	493	—	
Total common collective trusts	61,665,473	14,412,284	
UGI Common Stock Fund:			
UGI Corporation Unitized Stock Fund (units — 552,178 and 531,001, respectively)	28,536,553	* 21,773,544	*
Dividends receivable	187,924	177,302	
Total UGI Common Stock fund	28,724,477	21,950,846	
Total trust investments — fair value	\$ 197,717,802	\$ 160,449,744	

UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

Total trust investments — cost	\$ 161,422,850	\$ 141,298,374
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* Investment represents five percent or more of net assets available for benefits.

The net appreciation in fair value of investments during the years ended December 31, 2013 and 2012 by major investment category is as follows:

	Year Ended December 31,	
	2013	2012
Mutual funds	\$23,181,663	\$11,209,681
Target Retirement collective trusts	675,985	—
UGI Common Stock Fund	5,750,057	2,140,085
Other	895,940	497,861
Total net appreciation in fair value	\$30,503,645	\$13,847,627

In November 2013, the Plan's participation in the Target Retirement investment funds comprising registered investment company mutual funds was discontinued and the Plan added Target Retirement fund options comprising collective trust funds with investment objectives identical to the former Target Retirement mutual funds. The Target Retirement collective trust fund options have expense ratios that are lower than the former Target Retirement mutual funds. All existing balances in the Target Retirement mutual funds were transferred to the corresponding Target Retirement collective trust funds as of November 22, 2013.

The UGI Common Stock Fund invests principally in shares of UGI Corporation Common Stock. Participants in the fund do not individually own specific shares of UGI Corporation Common Stock but rather own units in the fund that invests in such shares and temporary cash investments. The value of a unit in the UGI Common Stock Fund was initially set at \$10.00 and is recalculated daily by dividing the fair value of the fund's assets (comprising shares of UGI Corporation Common Stock and temporary cash investments) by the total number of units outstanding. Generally, participant requests to redeem units from the UGI Common Stock Fund are processed on the day received if such requests are received by Fidelity before the close of the New York Stock Exchange and provided that there are sufficient short-term investments in the fund for liquidity. In such case, the participant will receive the net asset value, or closing price for the units, calculated using the closing price for UGI Corporation Common Stock on the New York Stock Exchange for that day. However, on days of unusually heavy requests for sale, the UGI Common Stock Fund may not have sufficient short-term investments for liquidity. In such case, requests to sell units received before the close of the New York Stock Exchange may not be processed on that day at that date's closing price but may be suspended until sufficient liquidity is restored. Units will be redeemed generally on a first-in, first-out basis at the closing price for the processing date. Loans, withdrawals and distributions from the UGI Common Stock Fund will be given priority over exchanges with other funds.

Beginning in October 2012, the Plan trustee began purchasing shares of UGI Corporation Common Stock on the open market rather than purchasing such shares directly from UGI Corporation. During the 2012 Plan Year, the Plan purchased, at market prices, 36,865 shares of UGI Corporation Common Stock directly from UGI Corporation for \$1,069,026.

4. Newly Adopted Accounting Standard

In December 2011, the FASB issued ASU 2011-11, Disclosures about Offsetting Assets and Liabilities ("ASU 2011-11"). The amendments in ASU 2011-11 require an entity to disclose information about offsetting and related

arrangements to enable users of financial statements to understand the effect of those arrangements on its financial position. The amendments enhance disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with other GAAP or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in the balance sheet. The new guidance is effective for the Plan beginning with the Plan year ending December 31, 2013. The adoption of ASU 2011-11 did not affect the Plan financial statements.

UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

5. Fair Value Measurements

The Plan performs fair value measurements in accordance with GAAP. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value is based upon assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and risks inherent in valuation techniques and inputs to valuations. When determining fair value measurements, the Plan considers the principal or most advantageous market for the asset or liability and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of non-performance.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB Accounting Standards Codification 820, Fair Value Measurement, are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access;

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013:

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

UGI Common Stock Fund: Consists principally in shares of UGI Corporation Common Stock as well as temporary cash investments. UGI Common Stock in the fund is valued at the closing price reported on the active market on which the individual securities are traded.

Brokerage Link: Fidelity Brokerage Link accounts are reflected at their fair value of associated investments, based upon quoted market prices, held by the Plan participants in their individual self-directed brokerage accounts.

Collective trust funds: Valued at the net asset value (NAV) of units of the collective trusts. The NAVs, as provided by the trustee, are used as a practical expedient to estimate fair value. The NAVs are based on the fair value of the underlying investments held by the funds less their liabilities. This practical expedient is not used when it is determined to be probable that the funds will sell the investment for an amount different than the reported NAVs. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trusts, the investment advisor reserves the right to temporarily delay withdrawal from the trusts in order to ensure that securities liquidations will be carried out in an orderly business manner.

As previously mentioned, at December 31, 2013 the Plan held investments in Vanguard Target Retirement Trusts ("Vanguard Trusts"). The Vanguard Trusts are common collective trust funds sponsored and maintained by Vanguard Fiduciary Trust

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UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

Company. The Vanguard Trusts invest in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire or leave the workforce in or within a few years of the target year. The underlying mutual funds that the Vanguard Trusts held may have included the Vanguard Total Stock Market Index Fund, Vanguard Total Bond Market II Index Fund, Vanguard Total International Stock Index Fund, Vanguard Total International Bond Index Fund and Vanguard Short-Term Inflation-Protected Securities Fund, among others. Each of the Vanguard Trusts' indirect stock holdings (through its mutual fund holdings) consisted substantially of large-capitalization U.S. stocks and, to a lesser extent, mid- and small-cap U.S. stocks and international stocks. Each of the Vanguard Trusts' indirect bond holdings through its mutual fund holdings consisted of a diversified mix of investment-grade taxable U.S. government, U.S. government agency and corporate bonds, international bonds as well as inflation-protected and mortgage-backed securities.

The trustee, Vanguard Fiduciary Trust Company, generally determines the fair values of the Vanguard Trusts' units each day the New York Stock Exchange is open for trading. The underlying investments of the Vanguard Trusts are valued based on quoted market prices as substantially all of these underlying investments have active markets. The values of the Vanguard Trusts are determined based upon the values of these underlying investments held for benefit of the Vanguard Trusts. As the Vanguard Trusts are not directly quoted in active markets, the values of the Vanguard Trusts are classified as Level 2 in the fair value table below.

The following table presents the Plan's investments that are measured at fair value on a recurring basis, for each hierarchy level, as of December 31, 2013 and 2012:

	December 31, 2013			Total
	Fair Value Measurement Using Input Types			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Bond index mutual fund	\$8,681,211	\$—	\$—	\$8,681,211
Equity mutual funds	83,577,574	—	—	83,577,574
Money market mutual fund	8,189,289	—	—	8,189,289
Total mutual funds	100,448,074	—	—	100,448,074
UGI Common Stock fund	28,724,477	—	—	28,724,477
Brokerage Link	6,879,778	—	—	6,879,778
Common collective trusts	—	61,665,473	—	61,665,473
Total investments measured at fair value	\$136,052,329	\$61,665,473	\$—	\$197,717,802
	December 31, 2012			
	Fair Value Measurement Using Input Types			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Bond index mutual fund	\$11,459,129	\$—	\$—	\$11,459,129
Equity mutual funds	61,071,668	—	—	61,071,668
Target Retirement mutual funds	36,851,644	—	—	36,851,644
Money market mutual fund	9,700,605	—	—	9,700,605

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Total mutual funds	119,083,046	—	—	119,083,046
UGI Common Stock fund	21,950,846	—	—	21,950,846
Brokerage Link	5,003,568	—	—	5,003,568
Common collective trust	—	14,412,284	—	14,412,284
Total investments measured at fair value	\$ 146,037,460	\$ 14,412,284	\$—	\$ 160,449,744

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UGI UTILITIES, INC.
SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

Fair Value of Investments in Entities that Use Net Asset Value

The following table summarizes investments comprising collective trust funds measured at fair value based on net asset value (NAV) per share as of December 31, 2013 and 2012:

Year End	Investment	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Collective Trust:					
Dec. 31, 2013	Vanguard Retirement Savings Trust III	\$ 14,454,014	n/a	Daily	30 days
Dec. 31, 2012	Vanguard Retirement Savings Trust III	\$ 14,412,284	n/a	Daily	30 days
Target Retirement Collective Trusts:					
Dec. 31, 2013	Vanguard Target Retirement Income Trust II	\$ 1,617,170	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2010 Trust II	\$ 1,490,824	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2015 Trust II	\$ 10,088,289	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2020 Trust II	\$ 5,669,685	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2025 Trust II	\$ 14,576,713	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2030 Trust II	\$ 2,402,964	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2035 Trust II	\$ 5,679,437	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2040 Trust II	\$ 1,407,000	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2045 Trust II	\$ 3,340,334	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2050 Trust II	\$ 938,550	n/a	Daily	30 days
Dec. 31, 2013	Vanguard Target Retirement 2055 Trust II	\$ 493	n/a	Daily	30 days

6. Federal Income Tax Status

In July 2012, the Internal Revenue Service issued a favorable determination letter concerning the qualified status of the Plan in effect as of January 1, 2010 under Section 401(a) of the IRC. The Plan has since been amended. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. No U.S. income taxes are required to be paid by the trust created under the Plan (the "Trust") and participants are not taxed on Employers' contributions to the Trust or income earned by the Trust. When a participant, or his or her beneficiary or estate, receives a distribution under the Plan, the taxability of the value of such distribution depends on the form and time of payment.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Services. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

UGI UTILITIES, INC.
SAVINGS PLAN

EIN 23-1174060, Plan #008

Schedule H, Line 4(i)—SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Name of Issuer and Title of Issue	December 31, 2013		
	Number of Shares or Principal Amount	Cost	Current Value
Mutual Funds:			
Fidelity Spartan U.S. Bond Index Fund (1)	642,383 shrs	\$7,462,317	\$7,297,473
Fidelity Growth Company Fund - Class K (1)	287,037 shrs	26,598,498	34,361,254
Fidelity Spartan International Index Fund (1)	138,857 shrs	4,405,409	5,647,333
Fidelity T. Rowe Price Equity Income Fund (1)	432,744 shrs	10,734,543	14,211,300
Fidelity PIMCO Total Return Fund Institutional Class (1)	129,442 shrs	1,469,750	1,383,738
Fidelity American Funds EuroPacific Growth Fund Class R-6 (1)	13,124 shrs	550,868	643,457
Fidelity Royce Pennsylvania Mutual Fund Investments Class (1)	29,219 shrs	398,343	430,390
Vanguard Institutional Index Fund	92,013 shrs	10,558,143	15,575,928
Vanguard Prime Money Market Fund	8,189,289 shrs	8,189,289	8,189,289
Vanguard Extended Market Index Fund	202,517 shrs	7,899,822	12,707,912
Total Mutual Funds		78,266,982	100,448,074
Assets in Fidelity Brokerage Link Accounts (1)	Various investments including registered investment company funds, money market funds and cash	5,517,633	6,879,778
Common Collective Trusts:			
Vanguard Retirement Savings Trust III (3)	13,825,306 shrs	13,825,306	13,825,306
Vanguard Target Retirement Income Trust II	57,428 shrs	1,611,391	1,617,170
Vanguard Target Retirement 2010 Trust II	57,450 shrs	1,481,045	1,490,824
Vanguard Target Retirement 2015 Trust II	391,332 shrs	9,986,470	10,088,289
Vanguard Target Retirement 2020 Trust II	224,276 shrs	5,597,877	5,669,685
Vanguard Target Retirement 2025 Trust II	588,245 shrs	14,359,604	14,576,713
Vanguard Target Retirement 2030 Trust II	99,173 shrs	2,361,320	2,402,964
Vanguard Target Retirement 2035 Trust II	234,397 shrs	5,569,243	5,679,437
Vanguard Target Retirement 2040 Trust II	57,056 shrs	1,377,917	1,407,000
Vanguard Target Retirement 2045 Trust II	135,511 shrs	3,269,898	3,340,334
Vanguard Target Retirement 2050 Trust II	37,891 shrs	918,883	938,550
Vanguard Target Retirement 2055 Trust II	15 shrs	484	493
Total Common Collective Trusts		60,359,438	61,036,765
UGI Common Stock Fund (1):			
UGI Corporation Unitized Stock Fund	552,178 units	17,090,873	28,536,553
Dividends receivable	\$187,924	187,924	187,924
		17,278,797	28,724,477

Participant Loans:

Loan principal outstanding (4.25% – 10.50%) (1) (2)	3,892,658	3,892,658
Total – all funds	\$165,315,508	\$200,981,752

(1) Party in interest.

(2) Range of interest rates for loans outstanding as of December 31, 2013.

(3) Contract value.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UGI Utilities, Inc. Savings Plan

Date June 27, 2014

By: /s/ Denise M. Bassett
Name: Denise M. Bassett
Title: Manager of Compensation
and Benefits of UGI Utilities, Inc.

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EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Morison Cogen LLP