

UGI CORP /PA/  
Form 8-K  
January 29, 2013

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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 24, 2013

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))



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

On January 24, 2013, UGI Corporation (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). The shareholders (i) elected all nine nominees to the Board of Directors, (ii) adopted a resolution approving the Company's executive compensation, (iii) adopted a resolution approving the Company's 2013 Omnibus Incentive Compensation Plan, and (iv) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2013.

1. The table below sets forth (i) the number of votes cast for each director nominee, (ii) the number of votes withheld from each director nominee and (iii) the number of broker non-votes for each director nominee. There were no abstentions with respect to the election of the Company's directors.

| <b>DIRECTOR NOMINEES</b> | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------------|------------|-----------------|-----------------------------|
| Richard W. Gochnauer     | 85,438,408 | 737,966         | 13,738,156                  |
| Lon R. Greenberg         | 82,891,106 | 3,285,268       | 13,738,156                  |
| Frank S. Hermance        | 84,061,256 | 2,115,118       | 13,738,156                  |
| Ernest E. Jones          | 83,560,150 | 2,616,224       | 13,738,156                  |
| Anne Pol                 | 83,597,857 | 2,578,517       | 13,738,156                  |
| M. Shawn Puccio          | 85,436,468 | 739,906         | 13,738,156                  |
| Marvin O. Schlanger      | 83,584,831 | 2,591,543       | 13,738,156                  |
| Roger B. Vincent         | 85,720,217 | 456,157         | 13,738,156                  |
| John L. Walsh            | 85,435,398 | 740,976         | 13,738,156                  |

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:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|--------------------|-------------------------|
| 80,298,316 | 4,236,539      | 1,641,519          | 13,738,156              |

3. The number of votes cast for and against, the number of abstentions and the number of broker non-votes for the vote on the resolution to approve the Company's 2013 Omnibus Incentive Compensation Plan is as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|--------------------|-------------------------|
| 70,045,522 | 15,706,574     | 424,278            | 13,738,156              |

4. 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 PricewaterhouseCoopers LLP is as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|--------------------|-----------------------------|
| 98,712,891 | 927,477        | 274,162            | 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.

UGI Corporation

*January 29, 2013*

By: */s/ Monica M. Gaudiosi*

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*Name: Monica M. Gaudiosi*

*Title: Vice President and General Counsel, Secretary*