

UGI CORP /PA/  
Form 8-K  
November 13, 2014

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): November 12, 2014

UGI Corporation  
(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| Pennsylvania<br>(State or other jurisdiction<br>of incorporation)                                | 1-11071<br>(Commission<br>File Number) | 23-2668356<br>(I.R.S. Employer<br>Identification No.) |
| 460 No. Gulph Road, King of Prussia,<br>Pennsylvania<br>(Address of principal executive offices) |  | 19406<br>(Zip Code)                                   |
| Registrant's telephone number, including area code: 610 337-7000                                 |  |   |
| 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))

Item 2.02 Results of Operations and Financial Condition.

On November 12, 2014, UGI Corporation (the “Company”) issued a press release announcing financial results for the Company for the fiscal quarter and year ended September 30, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

In its November 12, 2014 press release, the Company also announced earnings guidance for the fiscal year ending September 30, 2015. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

On November 13, 2014, the Company will hold a live Internet Audio Webcast of its conference call to discuss its financial results for the fiscal quarter and year ended September 30, 2014.

Presentation materials containing certain historical and forward-looking information relating to the Company (the “Presentation Materials”) have been made available on the Company’s website. A copy of the Presentation Materials is furnished as Exhibit 99.2 to this report and is incorporated herein by reference in this Item 7.01. All information in Exhibit 99.2 is presented as of the particular dates referenced therein, and the Company does not undertake any obligation to, and disclaims any duty to, update any of the information provided.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibits 99.1 and 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and will not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in that filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished herewith:

- 99.1 Press Release of UGI Corporation dated November 12, 2014.
- 99.2 Presentation of UGI Corporation dated November 13, 2014.

**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

November 13, 2014

By: /s/ Kirk R. Oliver  
Name: Kirk R. Oliver  
Title: Chief Financial Officer

EXHIBIT INDEX

The Following Exhibits Are Furnished:

| EXHIBIT<br>NO. | DESCRIPTION   |
|----------------|---|
| 99.1           | Press Release of UGI Corporation dated November 12, 2014. |
| 99.2           | Presentation of UGI Corporation dated November 13, 2014.  |