

UGI CORP /PA/  
Form 8-K  
February 03, 2015

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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 29, 2015

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 29, 2015, UGI Corporation (the Company) held its Annual Meeting of Shareholders. The shareholders (i) elected all nine 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 2015.

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, 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>AGAINST</b>	<b>BROKER NON-VOTES</b>
Richard W. Gochnauer	134,709,437	463,580	20,833,152
Lon R. Greenberg	122,911,709	12,261,308	20,833,152
Frank S. Hermance	134,703,453	469,564	20,833,152
Ernest E. Jones	128,744,044	6,427,734	20,833,152
Anne Pol	128,703,618	6,469,399	20,833,152
M. Shawn Puccio	134,697,402	475,615	20,833,152
Marvin O. Schlanger	128,642,597	6,530,420	20,833,152
Roger B. Vincent	134,712,263	460,754	20,833,152
John L. Walsh	133,252,979	1,920,038	20,833,152

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>
129,844,596	4,406,011	929,525	20,833,152

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:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
150,099,734	5,400,838	512,712	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.

*February 3, 2015*

UGI Corporation

By: */s/ Monica M. Gaudiosi*

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*Name: Monica M. Gaudiosi*

*Title: Vice President, General Counsel and Secretary*