

# UGI CORP /PA/

## FORM 8-K (Current report filing)

Filed 11/06/14 for the Period Ending 11/05/14

Address	460 N GULPH RD P O BOX 858 KING OF PRUSSIA, PA 19406
Telephone	6103371000
CIK	0000884614
Symbol	UGI
SIC Code	4932 - Gas and Other Services Combined
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	09/30

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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):

November 5, 2014

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))
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**Item 2.02 Results of Operations and Financial Condition.**

On November 5, 2014, UGI Corporation (the "Company") issued a press release announcing expected financial results for the Company for the fiscal 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 5, 2014 press release, the Company also announced earnings guidance for the fiscal year ending September 30, 2015. The November 5, 2014 press release also references the Company's Analyst Day to be held on November 6, 2014. The presentation materials for the live audio webcast will be available in the "Investor Relations" section of the Company's website ([www.ugicorp.com](http://www.ugicorp.com)) during and following the webcast. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibit 99.1, 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 exhibit is being furnished herewith:

99.1 Press Release of UGI Corporation dated November 5, 2014.

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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.

*November 6, 2014*

UGI Corporation

*By: /s/ Monica M. Gaudiosi*

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*Name: Monica M. Gaudiosi*

*Title: Vice President, General Counsel and Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of UGI Corporation dated November 5, 2014.

Contact: 610-337-1000  
Daniel Platt, ext. 1029  
Shelly Oates, ext. 3202

For Immediate Release  
Date: November 5, 2014

## **UGI Issues Earnings Guidance for Fiscal Years 2014 and 2015**

VALLEY FORGE, Pa., November 5 – UGI Corporation (NYSE: UGI) today announced earnings guidance for fiscal years 2014 and 2015. UGI expects to report adjusted diluted earnings per share attributable to UGI for its fiscal year ended September 30, 2014 of approximately \$1.99, in line with the previously issued guidance of \$1.97 — \$2.03. Estimated results for the current fiscal year exclude the impact of mark-to-market losses on unsettled commodity hedging instruments at Midstream & Marketing (\$0.03 per diluted share) and AmeriGas Propane (\$0.01 per diluted share) as well as the retroactive effects of changes in French tax legislation enacted in the first fiscal quarter of 2014 (\$.03 per diluted share).

The \$1.99 guidance for fiscal year 2014 represents a 26% increase in adjusted diluted earnings per share attributable to UGI versus the prior fiscal year. The increase was primarily the result of better than expected results at Midstream & Marketing and Gas Utility. The extreme cold felt throughout the Northeast and Mid-Atlantic regions this past winter created unprecedented demand for natural gas as well as heightened natural gas price volatility due to locational basis differentials.

John Walsh, president and chief executive officer of UGI, said, “We expect earnings for the current fiscal year to be in line with our previously issued guidance. Looking ahead to the fiscal year ending September 30, 2015, assuming normal weather patterns this coming winter, we expect to report earnings in the range of \$1.88 to \$1.98 per diluted share. We have previously announced a number of significant investment opportunities that we are pursuing and believe our prospects for fiscal year 2016 and beyond are very bright. We look forward to providing investors with more insight on all of our business units as well as discussing our guidance and growth prospects at UGI’s Analyst Day, which will take place tomorrow morning in New York City.” UGI is scheduled to release more detailed results for the fiscal year ended September 30, 2014 at its earnings call on November 13, 2014.

Interested parties may listen to a live audio webcast of UGI’s Analyst Day starting at 8:30 a.m. Eastern Time with the supporting slide presentation by visiting the company website <http://www.ugicorp.com> and clicking on Investor Relations.

### **About UGI**

UGI is a distributor and marketer of energy products and services. Through subsidiaries, UGI operates natural gas and electric utilities in Pennsylvania, distributes propane both domestically and internationally, manages midstream energy and electric generation assets in Pennsylvania, and engages in energy marketing in the Mid-Atlantic region. UGI, through subsidiaries, is the sole General Partner and owns 26% of AmeriGas Partners, L.P. (NYSE:APU), the nation’s largest retail propane distributor.

Comprehensive information about UGI Corporation is available on the Internet at <http://www.ugicorp.com>.

**- More -**

## **UGI Issues Earnings Guidance for Fiscal Years 2014 and 2015 Page 2**

*This press release contains certain forward-looking statements that management believes to be reasonable as of today’s date only. Actual results may differ significantly because of risks and uncertainties that are difficult to predict and many of which are beyond management’s control. You should read UGI’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q for a more extensive list of factors that could affect results. Among them are adverse weather conditions, cost volatility and availability of all energy products, including propane, natural gas, electricity and fuel oil, increased customer conservation measures, the impact of pending and future legal proceedings, domestic and international political, regulatory and economic conditions in the United States and in foreign countries, including the current conflicts in the Middle East and those involving Russia, and foreign currency exchange rate fluctuations (particularly the euro), the timing of development of Marcellus Shale gas production, the timing and success of our acquisitions, commercial initiatives and investments to grow our business, and our ability to successfully integrate acquired businesses and achieve anticipated synergies. UGI undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today.*

C-10 ### 11/5/14