

**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): September 27, 2023

UGI Corporation
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

1-11071
(Commission
File Number)

23-2668356
(IRS Employer
Identification No.)

500 North Gulph Road, King of Prussia, PA 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	UGI	New York Stock Exchange
Corporate Units	UGIC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 27, 2023, Frank S. Hermance, age 74, informed UGI Corporation (the “Company”) of his intention to retire from the Company’s Board of Directors, effective as of the Annual Meeting of Shareholders to be held in January 2024, as he will have reached the mandatory retirement age by such date, as provided in the Company’s bylaws and Principles of Corporate Governance. Mr. Hermance has served as the Chair of the Board since January 2020 and as a Director since September 2011. Mario Longhi, age 69, has been nominated to succeed Mr. Hermance as Chair of the Board following the Annual Meeting of Shareholders. There are no disagreements between Mr. Hermance and the Company, the Company’s management or the Board on any matters relating to the Company’s operations, policies, or practices.

Mr. Longhi retired in 2017 as the Chief Executive Officer of United States Steel Corporation (a leading integrated steel producer) (February 2017 to May 2017). Mr. Longhi was formerly President and Chief Executive Officer (September 2013 to February 2017), President and Chief Operating Officer (June 2013 to September 2013), and Executive Vice President and Chief Operating Officer (July 2012 to June 2013) of United States Steel Corporation. Prior to joining United States Steel Corporation, he served as Chief Executive Officer and President (2006 to 2011) and President (2005 to 2006) of Gerdau Ameristeel Corporation (a producer of long steel). Mr. Longhi spent 23 years at Alcoa, Inc. prior to that, where he served in various roles of increasing responsibility since 1982, including as President – Alcoa Wheels International, President – Alcoa Forgings Division, President and Chief Executive Officer – Howmet Castings, and Alcoa Vice President and Group President – Global Extrusions. Mr. Longhi also previously served on the boards of directors of Harsco Corporation (a global provider of environmental solutions for industrial and specialty waste streams and innovative technologies for the rail sector), and ITT Inc. (a leading manufacturer of highly engineered critical components and customized technology solutions for the transportation, industrial, and oil and gas markets).

A copy of the Company’s press release announcing the foregoing is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of UGI Corporation dated September 28, 2023.
104	Cover Page Interactive Data File (formatted as inline XBRL).

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

September 28, 2023

By: /s/ Jessica A. Milner

Name: *Jessica A. Milner*

Title: *Secretary*

Frank S. Hermance to Retire from UGI's Board of Directors

September 28, 2023

VALLEY FORGE, PA, September 28, 2023 – UGI Corporation (NYSE: UGI) announced today that Frank S. Hermance intends to retire from its Board at the annual shareholder meeting to be held in January 2024. Hermance's decision complies with the mandatory retirement age set forth in UGI's corporate governance documents. Mario Longhi has been nominated to succeed Hermance as Chair of the Board.

Roger Perreault, President and Chief Executive Officer of UGI Corporation, stated, "On behalf of our leadership team and the entire UGI Board, I would like to thank Frank for his many contributions in the boardroom, expertise and dedicated service as a member of UGI's Board during the past twelve years. Frank's guidance has been incredibly valuable to me and our entire leadership team as we look to best position our Company for success within the evolving energy industry. While we will miss Frank's thoughtful perspectives, we wish Frank the best in his well-deserved retirement."

Hermance remarked, "It has been an honor to serve as UGI's Board Chair as well as a Director. While I will miss working with my fellow Directors, I have greatly appreciated their contributions and commitments to UGI's success. I am pleased that Mario has agreed to succeed me as Board Chair. His extensive leadership and operational experience as a chief executive of large, international companies, as well as his service as a director of UGI and other global company boards, make him particularly well qualified to guide UGI in 2024 and beyond."

About UGI Corporation

UGI Corporation (NYSE: UGI) is a distributor and marketer of energy products and services in the US and Europe. UGI offers safe, reliable, affordable, and sustainable energy solutions to customers through its subsidiaries, which provide natural gas transmission and distribution, electric generation and distribution, midstream services, propane distribution, renewable natural gas generation, distribution and marketing, and energy marketing services.

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

Investor Relations

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