

**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): February 16, 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.)

460 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 February 16, 2023, Mr. James B. Stallings, Jr., who has been a director of UGI Corporation (the “Company”) since 2015, informed the Company of his intent to resign from the Company’s Board of Directors (the “Board”) for personal reasons. Mr. Stallings’ resignation will be effective on March 31, 2023. There are no disagreements between Mr. Stallings and the Company, the Company’s management or the Board on any matters relating to the Company’s operations, policies or practices. The Company and the Board thank Mr. Stallings for his valuable insights, perspective and commitment during his service on the Company’s Board. A copy of the press release 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 February 17, 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

February 17, 2023

By: /s/ Jessica A. Milner

Name: Jessica A. Milner

Title: Assistant Secretary

Exhibit 99.1

UGI Corporation Announces Resignation of James B. Stallings, Jr. from Board of Directors

February 17, 2023

VALLEY FORGE, PA, February 17 – UGI Corporation (NYSE: UGI) announced today that James B. Stallings, Jr. will resign from the UGI Board of Directors for personal reasons effective March 31, 2023.

Frank S. Hermance, Chair of UGI’s Board of Directors, stated, “On behalf of the entire UGI Board, I would like to thank Jim for his valuable insights, perspective and commitment during his service as a member of the Board. As a director since 2015, Jim has been a thoughtful and effective contributor to the continuing success of the Company. He will be missed.”

Roger Perreault, UGI’s President and CEO, commented, “Speaking for management, Jim has generously shared his broad range of experience and expertise in his role as a director, particularly his focus on employee development, and we are grateful for his years of exemplary service.”

Mr. Stallings remarked, “It has been a pleasure to serve on the UGI Board. I have appreciated the dedication and collegiality of my fellow directors and the opportunity to contribute to UGI’s success.”

About UGI Corporation

UGI Corporation is a distributor and marketer of energy products and services. Through subsidiaries, UGI operates natural gas and electric utilities in Pennsylvania, natural gas utilities in West Virginia, distributes LPG both domestically (through AmeriGas) and internationally (through UGI International), manages midstream energy assets in Pennsylvania, Ohio, and West Virginia and electric generation assets in Pennsylvania, and engages in energy marketing, including renewable natural gas in the Mid-Atlantic region of the United States and California and internationally in France, Belgium, and the Netherlands.

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

Investor Relations

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