

UNITIL CORP  
Form 8-K  
April 26, 2019

**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): April 24, 2019**

**UNITIL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New Hampshire**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-8858**  
**(Commission**  
  
**File Number)**

**02-0381573**  
**(IRS Employer**  
  
**Identification No.)**

**6 Liberty Lane West, Hampton, New Hampshire**  
**(Address of principal executive offices)**

**03842-1720**  
**(Zip Code)**

**Registrant's telephone number, including area code: (603) 772-0775**

N/A

**(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))

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 5.07 Submission of Matters to a Vote of Security Holders**

On April 24, 2019, Unitil Corporation (the Company) held its Annual Meeting of Shareholders at its offices in Hampton, NH. As of the record date for the meeting, the Company had 14,911,837 shares of common stock issued and outstanding and entitled to vote at the meeting. Of these shares, 13,296,059.11, or 89.16%, were present in person or represented by proxy at the meeting, which constituted a quorum for the transaction of business at the meeting. At the meeting, the Company's shareholders voted:

1. To elect one director of the Company nominated by the Company's Board of Directors to serve an initial term of one year. The final vote was as follows:

|                | No. of Shares |            |                 |        |
|----------------|---------------|------------|-----------------|--------|
|                | For           | Withheld   | Broker Non Vote | Uncast |
| Mark H. Collin | 9,396,585.77  | 977,621.35 | 2,921,852.00    | 0      |

2. To elect two directors of the Company nominated by the Company's Board of Directors each to serve an initial term of two years. The final vote was as follows:

|                   | No. of Shares |            |                 |        |
|-------------------|---------------|------------|-----------------|--------|
|                   | For           | Withheld   | Broker Non Vote | Uncast |
| Suzanne M. Foster | 9,559,651.46  | 814,555.65 | 2,921,852.00    | 0      |
| Justine Vogel     | 9,559,667.24  | 814,539.88 | 2,921,852.00    | 0      |

3. To elect four directors of the Company nominated by the Company's Board of Directors each to serve a term of three years. The final vote was as follows:

|                   | No. of Shares |              |                 |        |
|-------------------|---------------|--------------|-----------------|--------|
|                   | For           | Withheld     | Broker Non Vote | Uncast |
| Lisa Crutchfield  | 9,485,943.47  | 888,263.64   | 2,921,852.00    | 0      |
| Edward F. Godfrey | 9,349,759.09  | 1,024,448.02 | 2,921,852.00    | 0      |
| Eben S. Moulton   | 9,345,526.25  | 1,028,680.86 | 2,921,852.00    | 0      |
| David A. Whiteley | 9,473,802.97  | 900,404.14   | 2,921,852.00    | 0      |

4. To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2019. The final vote was as follows:

| For           | No. of Shares |           |                 |        |
|---------------|---------------|-----------|-----------------|--------|
|               | Against       | Abstain   | Broker Non Vote | Uncast |
| 13,142,129.38 | 91,267.00     | 62,662.74 | 0               | 0      |

5. To approve, on an advisory basis, the compensation of the Company's named executive officers. The final vote was as follows:

|              | <b>No. of Shares</b> |                |                        |               |  |
|--------------|----------------------|----------------|------------------------|---------------|--|
| <b>For</b>   | <b>Against</b>       | <b>Abstain</b> | <b>Broker Non Vote</b> | <b>Uncast</b> |  |
| 9,821,036.45 | 446,516.44           | 106,654.22     | 2,921,852.00           | 0             |  |

**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.

UNITIL CORPORATION

By: /s/ Christine L. Vaughan  
Christine L. Vaughan  
Senior Vice President, Chief Financial  
Officer and Treasurer

Date: April 26, 2019