

**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): May 2, 2018

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
(I.R.S. Employer
Identification No.)

460 No. Gulph Road, King of Prussia, Pennsylvania
(Address of principal executive offices)

19406
(Zip Code)

Registrant's telephone number, including area code: 610 337-7000

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))

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 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 2.02 Results of Operations and Financial Condition.

On May 2, 2018 , UGI Corporation (the “Company”) issued a press release announcing financial results for the Company for the fiscal quarter ended March 31, 2018 . 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.

On May 3, 2018 , the Company will hold a live Internet Audio Webcast of its conference call to discuss its financial results for the fiscal quarter ended March 31, 2018 .

Presentation materials containing certain historical and forward-looking information relating to the Company (the “Presentation Materials”) have been made available on the Company’s website. A copy of the Presentation Materials is furnished as Exhibit 99.2 to this report and is incorporated herein by reference in this Item 7.01. All information in Exhibit 99.2 is presented as of the particular dates referenced therein, and the Company does not undertake any obligation to, and disclaims any duty to, update any of the information provided.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibits 99.1 and 99.2, 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 exhibits are being furnished herewith:

99.1	Press Release of UGI Corporation dated May 2, 2018.
99.2	Presentation of UGI Corporation dated May 3, 2018.

EXHIBIT INDEX

The Following Exhibits Are Furnished:

EXHIBIT NO.	DESCRIPTION
99.1	Press Release of UGI Corporation dated May 2, 2018.
99.2	Presentation of UGI Corporation dated May 3, 2018.

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

May 3, 2018

By: /s/ G. Gary Garcia

Name: *G. Gary Garcia*

Title: *Treasurer*

UGI Reports Record Second Quarter Results Increases Fiscal Year 2018 Guidance Range

MAY 2, 2018

VALLEY FORGE, PA - UGI Corporation (NYSE: UGI) reported financial results for the fiscal quarter ended March 31, 2018.

HIGHLIGHTS

- GAAP EPS of \$1.57 and adjusted EPS of \$1.69 per diluted share compared to GAAP EPS of \$1.24 and adjusted EPS of \$1.31 per diluted share in the prior year
- Weather colder than the prior year in all service territories
- Increased adjusted EPS guidance to a range of \$2.70 to \$2.80 per diluted share for the fiscal year ending September 30, 2018

"This was a strong quarter for UGI and a strong first half of the fiscal year," said John L. Walsh, president and chief executive officer of UGI Corporation. "The business experienced weather that was relatively normal in all service territories, and colder than the prior year. Excluding the benefit of tax reform, first half adjusted EPS was more than 50% higher than 2013, the last time the company experienced comparable weather. When the benefits of tax reform are included, our adjusted EPS growth over that period was almost 70%. This growth has been delivered through the highly disciplined allocation of capital into accretive projects across all of our businesses and a resolute focus on operational efficiency. We are pleased with this performance but even more excited for the future of the company as we see many opportunities for growth."

Based on the results of the first half of the fiscal year and including the impact of tax reform (other than one-time benefits), UGI is updating its adjusted EPS guidance range from a range of \$2.45 to \$2.65 to a range of \$2.70 to \$2.80 per diluted share for the fiscal year ending September 30, 2018. ¹

KEY DRIVERS OF SECOND QUARTER RESULTS

- *AmeriGas* : Retail volume up 9.9% on weather that was 14.2% colder than the prior year; Cylinder Exchange and National Accounts volumes both up more than 15%
- *UGI International* : Volume up 9.9% on weather that was 6.3% colder than the prior year and contributions from the UniverGas and DVEP acquisitions
- *Midstream & Marketing* : Weather 14.3% colder than prior year; margin growth from Sunbury pipeline, peaking demand and electric generation, as well as newly acquired Texas Creek gathering assets
- *UGI Utilities* : Core market throughput up 15.1% on weather that was 10.8% colder than prior year; added ~4,800 residential and commercial heating customers
- *Tax Reform*: The combined impact of tax reform legislation in the United States and France was a net benefit to adjusted EPS of \$0.19 per diluted share in the quarter

CONTACT INVESTOR RELATIONS

Will Ruthrauff
610-456-6571

Brendan Heck
610-456-6608

Shelly Oates
610-992-3202

¹ See Note on Guidance and Use of Forward-Looking Statements on page 2

EARNINGS CALL and WEBCAST

UGI Corporation will hold a live Internet Audio Webcast of its conference call to discuss second quarter earnings and other current activities at 9:00 AM ET on Thursday, May 3, 2018. Interested parties may listen to the audio webcast both live and in replay on the Internet at <http://www.ugicorp.com/investor-relations/events-and-presentations/default.aspx> or at the company website <http://www.ugicorp.com> under Investor Relations. A telephonic replay will be available from 12:00 PM ET on May 3rd through 11:59 PM ET on May 10th. The replay may be accessed at (855) 859-2056, and internationally at 1-404-537-3406, conference ID 9597719.

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 primarily in the Mid-Atlantic region as well as parts of Europe. 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>.

USE OF NON-GAAP MEASURES

Management uses "adjusted diluted earnings per share," which is derived from "adjusted net income attributable to UGI Corporation," both of which are non-GAAP financial measures, when evaluating UGI's overall performance. For the periods presented, adjusted net income attributable to UGI Corporation is net income attributable to UGI Corporation after excluding net after-tax gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions (principally comprising changes in unrealized gains and losses on such derivative instruments), losses associated with extinguishments of debt, Finagaz integration expenses, and the impact on net deferred tax liabilities from a change in the French tax rate and U.S. tax reform legislation. Volatility in net income at UGI can occur as a result of gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions but included in earnings in accordance with U.S. generally accepted accounting principles ("GAAP").

Non-GAAP financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measures. Management believes that these non-GAAP measures provide meaningful information to investors about UGI's performance because they eliminate the impact of (1) gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of period-over-period results.

Tables beginning on page 6 reconcile net income attributable to UGI Corporation, the most directly comparable GAAP measure, to adjusted net income attributable to UGI Corporation, and diluted earnings per share, the most comparable GAAP measure, to adjusted diluted earnings per share, to reflect the adjustments referred to above.

NOTE ON GUIDANCE and USE OF FORWARD-LOOKING STATEMENTS

Because we are unable to predict certain potentially material items affecting diluted earnings per share on a GAAP basis, principally mark-to-market gains and losses on commodity and certain foreign currency derivative instruments, Finagaz integration expenses and impacts from tax reform in the U.S. and France, we cannot reconcile 2018 adjusted earnings per share guidance, a non-GAAP measure, to diluted earnings per share, the most directly comparable GAAP measure, in reliance on the "unreasonable efforts" exception set forth in SEC rules.

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 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, continued analysis of recent tax legislation, 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 foreign currency exchange rate fluctuations (particularly the euro), the timing of development of Marcellus Shale gas production, the availability, timing and success of our acquisitions, commercial initiatives and investments to grow our business, our ability to successfully integrate acquired businesses and achieve anticipated synergies, and the interruption, disruption, failure, malfunction, or breach of our information technology systems, including due to cyber-attack. UGI undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today.

SEGMENT RESULTS (\$ millions, except where otherwise indicated)

AmeriGas Propane ¹

For the fiscal quarter ended March 31,	2018	2017	Increase (Decrease)	
Revenues	\$ 1,040.3	\$ 863.6	\$ 176.7	20.5 %
Total margin (a)	\$ 556.6	\$ 507.8	\$ 48.8	9.6 %
Partnership operating and administrative expenses	\$ 251.5	\$ 240.0	\$ 11.5	4.8 %
Operating income	\$ 266.6	\$ 227.3	\$ 39.3	17.3 %
Partnership Adjusted EBITDA	\$ 309.5	\$ 271.2	\$ 38.3	14.1 %
Retail gallons sold (millions)	398.5	362.7	35.8	9.9 %
Heating degree days - % (warmer) than normal (b)	(0.5)%	(12.9)%		
Capital expenditures	\$ 23.6	\$ 27.2	\$ (3.6)	(13.2)%

- Retail gallons sold were 9.9% higher and temperatures were 14.2% colder than the prior-year period.
- Total margin increased primarily reflecting the higher volume and slightly higher retail unit margin.
- Partnership operating and administrative expenses increased primarily reflecting higher compensation and vehicle expenses.
- Partnership Adjusted EBITDA increased principally reflecting the higher total margin, partially offset by the higher operating expenses.

¹ UGI, through subsidiaries, is the sole General Partner and owns 26% of AmeriGas Partners, L.P.

UGI International

For the fiscal quarter ended March 31,	2018	2017	Increase	
Revenues	\$ 909.6	\$ 620.7	\$ 288.9	46.5%
Total margin (a)	\$ 368.5	\$ 307.6	\$ 60.9	19.8%
Operating and administrative expenses	\$ 199.5	\$ 159.6	\$ 39.9	25.0%
Operating income	\$ 131.8	\$ 121.0	\$ 10.8	8.9%
Income before income taxes	\$ 117.5	\$ 116.2	\$ 1.3	1.1%
Finagaz integration expenses	\$ 11.3	\$ 6.7	\$ 4.6	68.7%
Adjusted income before income taxes	\$ 128.8	\$ 122.9	\$ 5.9	4.8%
LPG retail gallons sold (millions)	278.1	253.1	25.0	9.9%
Heating degree days - % colder (warmer) than normal (b)	2.2%	(3.9)%		
Capital expenditures	\$ 26.1	\$ 21.5	\$ 4.6	21.4%

Base-currency results are translated into U.S. dollars based upon exchange rates experienced during the reporting periods. During the second quarter, the euro and British pound sterling were approximately 15% and 11% stronger, respectively, versus the U.S. dollar, compared with the prior-year period. The effects of the stronger currencies did not materially impact UGI International net income due to gains and losses on foreign currency exchange contracts.

- Retail volume increased due to incremental volumes from the UniverGas acquisition that closed in October 2017, as well as higher volume at the legacy businesses primarily reflecting weather that was 6.3% colder than the prior-year period.
- Total margin increased reflecting the translation effects of the stronger euro and British pound sterling, incremental margin from the UniverGas and DVEP acquisitions, and slightly higher retail volume at the legacy businesses.
- Operating expenses increased principally due to the effects of currency translation as well as incremental expenses associated with the DVEP and UniverGas acquisitions.
- Operating income increased primarily reflecting the higher total margin partially offset by higher operating and administrative costs and depreciation and amortization expense.
- Adjusted income before income taxes was higher reflecting higher operating income adjusted for the effects of higher Finagaz integration expenses, partially offset by losses on foreign currency exchange contracts.

SEGMENT RESULTS (\$ millions, except where otherwise indicated)

Midstream & Marketing

<i>For the fiscal quarter ended March 31,</i>	2018	2017	Increase (Decrease)	
Revenues	\$ 565.2	\$ 423.7	\$ 141.5	33.4 %
Total margin (a)	\$ 146.6	\$ 113.9	\$ 32.7	28.7 %
Operating and administrative expenses	\$ 28.4	\$ 24.0	\$ 4.4	18.3 %
Operating income	\$ 107.5	\$ 82.1	\$ 25.4	30.9 %
Income before income taxes	\$ 107.6	\$ 83.8	\$ 23.8	28.4 %
Heating degree days - % (warmer) than normal (b)	(1.9)%	(14.2)%		
Capital expenditures	\$ 4.3	\$ 20.8	\$ (16.5)	(79.3)%

- Temperatures across Midstream & Marketing's service territory were 1.9% warmer than normal and 14.3% colder than the prior year.
- Total margin increased reflecting higher margin from midstream assets, primarily the result of higher capacity management, peaking, and natural gas gathering margin, as well as higher electric generation margin.
- Operating expenses increased principally reflecting higher wage and benefit expenses and higher expenses associated with greater peaking, LNG, and natural gas gathering activities.
- Operating income and income before taxes increased primarily reflecting the higher total margin, partially offset by higher operating and administrative expenses, higher depreciation expense, and a decrease in other income due to the absence of AFUDC income related to the Sunbury pipeline.
- Capital expenditures in the prior year include construction costs associated with the Sunbury pipeline.

UGI Utilities

<i>For the fiscal quarter ended March 31,</i>	2018	2017	Increase (Decrease)	
Revenues	\$ 483.3	\$ 360.0	\$ 123.3	34.3 %
Total margin (a)	\$ 224.6	\$ 194.2	\$ 30.4	15.7 %
Operating and administrative expenses	\$ 69.4	\$ 61.3	\$ 8.1	13.2 %
Operating income	\$ 135.1	\$ 116.4	\$ 18.7	16.1 %
Income before income taxes	\$ 124.0	\$ 106.1	\$ 17.9	16.9 %
Gas Utility system throughput - billions of cubic feet				
Core market	38.9	33.8	5.1	15.1 %
Total	87.3	81.8	5.5	6.7 %
Gas Utility heating degree days - % (warmer) than normal (b)	(2.2)%	(11.7)%		
Capital expenditures	\$ 55.1	\$ 56.5	\$ (1.4)	(2.5)%

- Gas Utility service territory experienced temperatures that were approximately 2.2% warmer than normal and 10.8% colder than the prior year.
- Core market volumes increased due to colder weather and customer growth.
- Total margin increased primarily reflecting higher core market throughput, higher large-firm delivery service margin, an increase in PNG base rates, and higher electric utility distribution volume.
- Operating and administrative expenses increased principally due to higher uncollectible accounts and higher compensation and benefits expenses.
- Operating income and income before income taxes increased reflecting the higher total margin, partially offset by the higher operating and administrative expenses and increased depreciation expenses.

- (a) Total margin represents total revenue less total cost of sales and excludes pre-tax gains and losses on commodity derivative instruments not associated with current period transactions. In the case of UGI Utilities, total margin is reduced by revenue-related taxes.
- (b) Average temperatures based upon heating degree days for all of our business segments presented are now based upon recent 15-year periods as we believe more recent temperatures are a better indication of normal weather. Prior period weather statistics have been restated for AmeriGas Propane, Midstream & Marketing, and UGI International, as appropriate, to conform to these new periods.

REPORT OF EARNINGS – UGI CORPORATION
(Millions of dollars, except per share)
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,		Twelve Months Ended March 31,	
	2018	2017	2018	2017	2018	2017
Revenues:						
AmeriGas Propane	\$ 1,040.3	\$ 863.6	\$ 1,827.6	\$ 1,540.8	\$ 2,740.3	\$ 2,381.0
UGI International	909.6	620.7	1,693.8	1,159.8	2,411.5	1,871.7
Midstream & Marketing	565.2	423.7	893.2	693.5	1,320.9	1,034.4
UGI Utilities	483.3	360.0	806.4	621.4	1,072.6	869.9
Corporate & Other (a)	(186.4)	(94.2)	(283.8)	(162.2)	(340.7)	(196.7)
Total revenues	\$ 2,812.0	\$ 2,173.8	\$ 4,937.2	\$ 3,853.3	\$ 7,204.6	\$ 5,960.3
Operating income (loss):						
AmeriGas Propane	\$ 266.6	\$ 227.3	\$ 414.5	\$ 369.2	\$ 400.6	\$ 345.5
UGI International	131.8	121.0	224.9	209.9	210.7	219.9
Midstream & Marketing	107.5	82.1	159.8	131.8	167.2	157.8
UGI Utilities	135.1	116.4	231.4	198.6	261.1	236.7
Corporate & Other (a)	(51.5)	(33.6)	(49.3)	69.9	(33.5)	86.6
Total operating income	589.5	513.2	981.3	979.4	1,006.1	1,046.5
Income from equity investees	0.7	2.3	1.7	2.1	3.9	2.0
Loss on extinguishments of debt	—	(22.1)	—	(55.3)	(4.4)	(104.2)
(Losses) gains on foreign currency contracts, net	(11.0)	(1.2)	(15.8)	0.1	(39.8)	0.1
Interest expense:						
AmeriGas Propane	(41.0)	(40.0)	(81.6)	(80.0)	(161.8)	(162.3)
UGI International	(5.2)	(4.8)	(10.8)	(9.6)	(21.8)	(21.0)
Midstream & Marketing	(0.7)	(0.7)	(1.6)	(1.3)	(2.4)	(2.1)
UGI Utilities	(11.1)	(10.3)	(22.0)	(20.3)	(41.9)	(39.1)
Corporate & Other, net (a)	(0.1)	—	(0.3)	—	(0.7)	(0.4)
Total interest expense	(58.1)	(55.8)	(116.3)	(111.2)	(228.6)	(224.9)
Income before income taxes	521.1	436.4	850.9	815.1	737.2	719.5
Income tax (expense) benefit (b)	(113.4)	(124.6)	(9.0)	(212.4)	25.8	(203.9)
Net income including noncontrolling interests	407.7	311.8	841.9	602.7	763.0	515.6
Deduct net income attributable to noncontrolling interests, principally in AmeriGas Partners, L.P.	(131.7)	(91.9)	(200.0)	(152.1)	(135.1)	(48.1)
Net income attributable to UGI Corporation (b)	\$ 276.0	\$ 219.9	\$ 641.9	\$ 450.6	\$ 627.9	\$ 467.5
Earnings per share attributable to UGI shareholders:						
Basic	\$ 1.59	\$ 1.27	\$ 3.70	\$ 2.60	\$ 3.62	\$ 2.69
Diluted	\$ 1.57	\$ 1.24	\$ 3.63	\$ 2.55	\$ 3.55	\$ 2.64
Weighted Average common shares outstanding (thousands):						
Basic	173,570	173,624	173,617	173,567	173,684	173,568
Diluted	176,350	177,136	176,646	176,976	176,938	177,135
Supplemental information:						
Net income (loss) attributable to UGI Corporation:						
AmeriGas Propane	\$ 49.8	\$ 32.0	\$ 191.4	\$ 48.6	\$ 187.4	\$ 33.9
UGI International	77.4	79.3	138.5	167.6	129.5	166.1
Midstream & Marketing	76.6	50.2	188.6	80.1	195.4	96.8
UGI Utilities	89.2	65.1	157.5	109.4	164.1	120.2
Corporate & Other (a)	(17.0)	(6.7)	(34.1)	44.9	(48.5)	50.5
Total net income attributable to UGI Corporation	\$ 276.0	\$ 219.9	\$ 641.9	\$ 450.6	\$ 627.9	\$ 467.5

(a) Corporate & Other includes, among other things, net gains and (losses) on commodity and certain foreign currency derivative instruments not associated with current-period transactions and the elimination of certain intercompany transactions.

(b) Net income attributable to UGI Corporation for the three, six and twelve months ended March 31, 2018 includes income from adjustments to tax-related amounts resulting from the Tax Cuts and Jobs Act ("TCJA") enacted on December 22, 2017 of \$5.3 million, \$171.3 million and \$171.3 million, respectively, and income (losses) from adjustments to net deferred income tax liabilities in France as a result of tax legislation in France approved December 21, 2017 of \$(3.7) million, \$13.6 million and \$15.2 million, respectively. Net income attributable to UGI Corporation for the six and twelve months ended March 31, 2017 includes the beneficial impact of a \$27.4 million adjustment to net deferred income tax liabilities associated with a change in the French tax rate and an income tax settlement refund of \$6.7 million, plus interest, in France.

REPORT OF EARNINGS
Millions of dollars, except per share
(Unaudited)

Non-GAAP Financial Measures - Adjusted Net Income Attributable to UGI and Adjusted Diluted Earnings Per Share

The following tables reconcile net income attributable to UGI Corporation, the most directly comparable GAAP measure, to adjusted net income attributable to UGI Corporation, and reconciles diluted earnings per share, the most comparable GAAP measure, to adjusted diluted earnings per share, to reflect the adjustments referred to previously:

	Three Months Ended March 31,		Six Months Ended March 31,		Twelve Months Ended March 31,	
	2018	2017	2018	2017	2018	2017
Adjusted net income attributable to UGI Corporation:						
Net income attributable to UGI Corporation	\$ 276.0	\$ 219.9	\$ 641.9	\$ 450.6	\$ 627.9	\$ 467.5
Net losses (gains) on commodity derivative instruments not associated with current-period transactions (net of tax of \$(8.1), \$1.5, \$(6.0), \$34.8, \$(8.9), and \$33.9, respectively) (1)(2)	15.7	3.1	11.1	(49.1)	9.0	(53.0)
Unrealized losses on foreign currency derivative instruments (net of tax of \$(0.7), \$(0.5), \$(0.7), \$0.1, \$(10.7), and \$0.1, respectively) (2)	1.3	0.8	1.4	—	15.3	—
Loss on extinguishments of debt (net of tax of \$0.0, \$(2.3), \$0.0, \$(5.7), \$(0.4), and \$(10.8), respectively) (2)	—	3.6	—	8.9	0.7	16.8
Integration expenses associated with Finagaz (net of tax of \$(4.5), \$(2.3), \$(5.2), \$(5.1), \$(13.8), and \$(11.5), respectively) (2)	6.8	4.4	8.0	9.7	24.5	20.2
Impact from change in French tax rates	3.7	—	(13.6)	(27.4)	(15.2)	(27.4)
Impact from TCJA	(5.3)	—	(171.3)	—	(171.3)	—
Adjusted net income attributable to UGI Corporation	<u>\$ 298.2</u>	<u>\$ 231.8</u>	<u>\$ 477.5</u>	<u>\$ 392.7</u>	<u>\$ 490.9</u>	<u>\$ 424.1</u>
Adjusted diluted earnings per share:						
UGI Corporation earnings per share — diluted	\$ 1.57	\$ 1.24	\$ 3.63	\$ 2.55	\$ 3.55	\$ 2.64
Net losses (gains) on commodity derivative instruments not associated with current-period transactions (1)	0.08	0.02	0.06	(0.28)	0.05	(0.30)
Unrealized losses on foreign currency derivative instruments (1)	0.01	0.01	0.01	—	0.09	—
Loss on extinguishments of debt	—	0.02	—	0.05	—	0.09
Integration expenses associated with Finagaz	0.04	0.02	0.05	0.05	0.14	0.11
Impact from change in French tax rates	0.02	—	(0.08)	(0.15)	(0.09)	(0.15)
Impact from TCJA	(0.03)	—	(0.97)	—	(0.97)	—
Adjusted diluted earnings per share	<u>\$ 1.69</u>	<u>\$ 1.31</u>	<u>\$ 2.70</u>	<u>\$ 2.22</u>	<u>\$ 2.77</u>	<u>\$ 2.39</u>

(1) Includes the impact of rounding.

(2) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.

Three Months Ended March 31, 2018	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation (millions):						
Net income (loss) attributable to UGI Corporation	\$ 276.0	\$ 49.8	\$ 77.4	\$ 76.6	\$ 89.2	\$ (17.0)
Net losses on commodity derivative instruments not associated with current-period transactions (net of tax of \$(8.1)) (a)	15.7	—	—	—	—	15.7
Unrealized losses on foreign currency derivative instruments (net of tax of \$(0.7)) (a)	1.3	—	—	—	—	1.3
Integration expenses associated with Finagaz (net of tax of \$(4.5)) (a)	6.8	—	6.8	—	—	—
Impact of French Finance Bill	3.7	—	3.7	—	—	—
Impact from TCJA	(5.3)	—	(0.2)	—	—	(5.1)
Adjusted net income (loss) attributable to UGI Corporation	<u>\$ 298.2</u>	<u>\$ 49.8</u>	<u>\$ 87.7</u>	<u>\$ 76.6</u>	<u>\$ 89.2</u>	<u>\$ (5.1)</u>
Adjusted diluted earnings per share:						
UGI Corporation earnings (loss) per share — diluted	\$ 1.57	\$ 0.28	\$ 0.44	\$ 0.43	\$ 0.51	\$ (0.09)
Net losses on commodity derivative instruments not associated with current-period transactions (b)	0.08	—	—	—	—	0.08
Unrealized losses on foreign currency derivative instruments	0.01	—	—	—	—	0.01
Integration expenses associated with Finagaz	0.04	—	0.04	—	—	—
Impact of French Finance Bill	0.02	—	0.02	—	—	—
Impact from TCJA	(0.03)	—	—	—	—	(0.03)
Adjusted diluted earnings (loss) per share	<u>\$ 1.69</u>	<u>\$ 0.28</u>	<u>\$ 0.50</u>	<u>\$ 0.43</u>	<u>\$ 0.51</u>	<u>\$ (0.03)</u>

Three Months Ended March 31, 2017	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation (millions):						
Net income (loss) attributable to UGI Corporation	\$ 219.9	\$ 32.0	\$ 79.3	\$ 50.2	\$ 65.1	\$ (6.7)
Net losses on commodity derivative instruments not associated with current-period transactions (net of tax of \$1.5) (a)	3.1	—	—	—	—	3.1
Unrealized losses on foreign currency derivative instruments (net of tax of \$(0.5)) (a)	0.8	—	—	—	—	0.8
Loss on extinguishment of debt (net of tax of \$(2.3)) (a)	3.6	3.6	—	—	—	—
Integration expenses associated with Finagaz (net of tax of \$(2.3)) (a)	4.4	—	4.4	—	—	—
Adjusted net income (loss) attributable to UGI Corporation	<u>\$ 231.8</u>	<u>\$ 35.6</u>	<u>\$ 83.7</u>	<u>\$ 50.2</u>	<u>\$ 65.1</u>	<u>\$ (2.8)</u>
Adjusted diluted earnings per share:						
UGI Corporation earnings (loss) per share - diluted	\$ 1.24	\$ 0.18	\$ 0.45	\$ 0.28	\$ 0.37	\$ (0.04)
Net losses on commodity derivative instruments not associated with current-period transactions	0.02	—	—	—	—	0.02
Unrealized losses on foreign currency derivative instruments (b)	0.01	—	—	—	—	0.01
Loss on extinguishment of debt	0.02	0.02	—	—	—	—
Integration expenses associated with Finagaz	0.02	—	0.02	—	—	—
Adjusted diluted earnings (loss) per share	<u>\$ 1.31</u>	<u>\$ 0.20</u>	<u>\$ 0.47</u>	<u>\$ 0.28</u>	<u>\$ 0.37</u>	<u>\$ (0.01)</u>



Fiscal Second Quarter Results
May 3, 2018

John L. Walsh
President & CEO, UGI Corporation

Kirk R. Oliver
Chief Financial Officer, UGI Corporation

Jerry E. Sheridan
President & CEO, AmeriGas Partners



About This Presentation

This presentation 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 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, continued analysis of recent tax legislation, liability for uninsured claims and for claims in excess of insurance coverage, 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 foreign currency exchange rate fluctuations (particularly the euro), changes in Marcellus Shale gas production, the availability, timing and success of our acquisitions, commercial initiatives and investments to grow our business, our ability to successfully integrate acquired businesses and achieve anticipated synergies, and the interruption, disruption, failure, malfunction, or breach of our information technology systems, including due to cyber-attack. UGI undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today. In addition, this presentation uses certain non-GAAP financial measures. Please see the appendix for reconciliations of these measures to the most comparable GAAP financial measure.

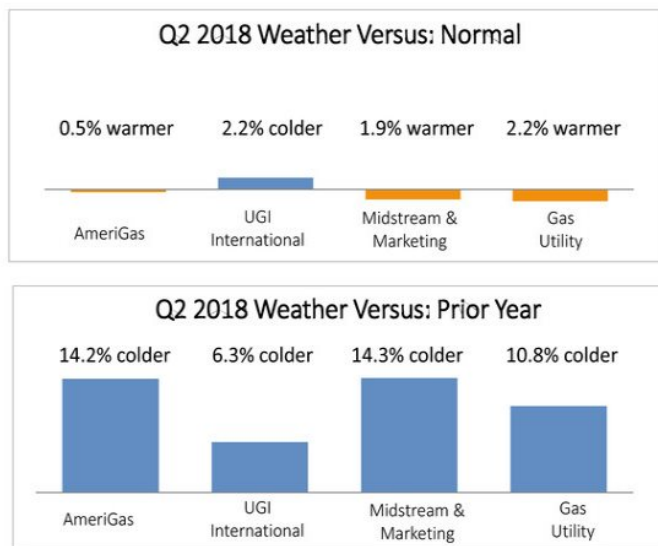
Second Quarter Recap

John L. Walsh
President & CEO, UGI

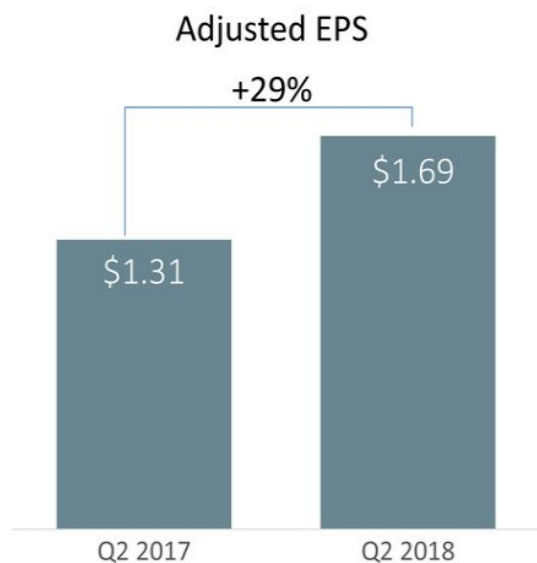


Second Quarter Summary

- Record GAAP and Adjusted EPS
- All four business units posted higher year-over-year results
- Weather approximately normal; slightly warmer in domestic territories, slightly colder at UGI International



Q2 Earnings Recap



- Tax rate changes in the U.S. and France contributed \$0.19, net, to adjusted EPS
- Excluding the benefits of tax reform, adjusted EPS was \$1.50, a 15% increase over prior year, and a record Q2 result

Second Quarter Overview



- Working with PennEast property owners and have obtained 97% survey permission in PA and 50% in NJ
- LNG investments continued to perform very well as peaking and power generation demand across New England and the Mid-Atlantic remains high
- Gas Utility has added nearly 8,600 new residential and commercial heating customers YTD and remains on pace with its infrastructure replacement program
- AmeriGas adjusted EBITDA increased 14% over Q2 2017 as operations successfully responded to variable weather conditions to ensure our customers received high-quality service
- Contributions from recent acquisitions and the strength of the legacy business enabled UGI International to have consecutive years of outstanding heating-season results

Second Quarter Financial Review

Kirk R. Oliver
Chief Financial Officer, UGI

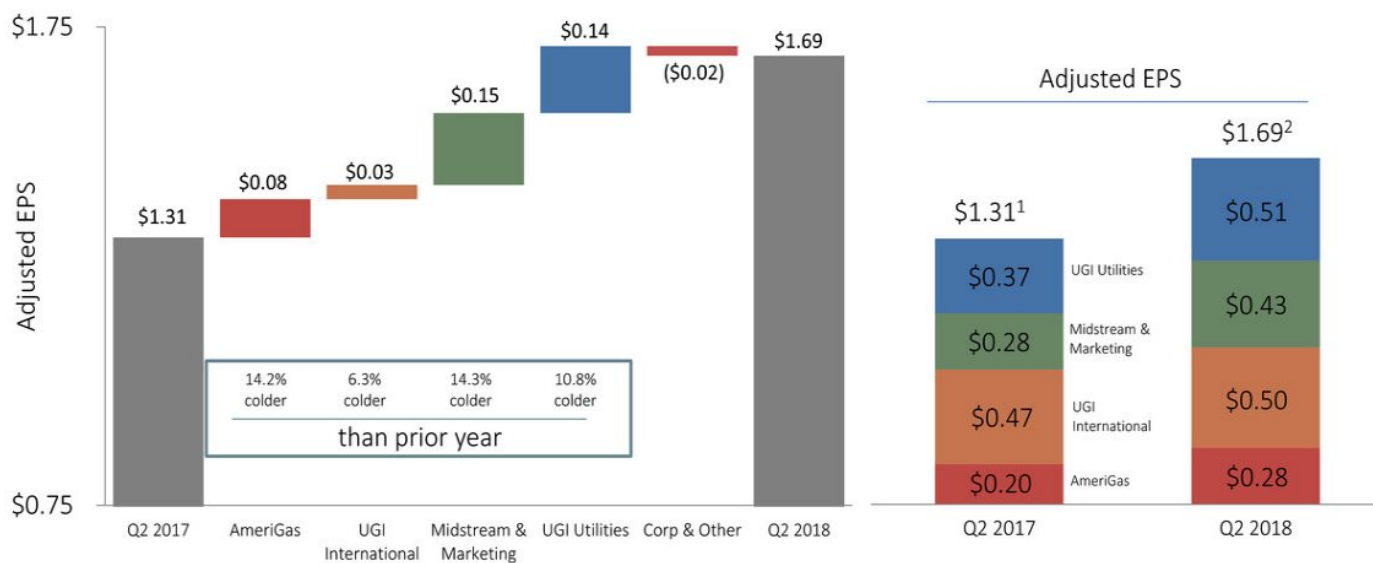


Q2 Adjusted Earnings

(\$ millions, except per share amounts)	Q2 2017	Q2 2018
Net income attributable to UGI Corporation (GAAP)	\$219.9	\$276.0
Net losses on commodity derivative instruments ^{1,3}	3.1	15.7
Unrealized losses on foreign currency derivative instruments ¹	0.8	1.3
Integration expenses associated with Finagaz ¹	4.4	6.8
Loss on extinguishment of debt ¹	3.6	-
Impact from change in French tax rate	-	3.7
Impact from Tax Cuts and Jobs Act	-	(5.3)
Adjusted net income attributable to UGI Corporation	\$231.8	\$298.2
	Q2 2017	Q2 2018
UGI Corporation - Diluted Earnings Per Share (GAAP)	\$1.24	\$1.57
Net losses on commodity derivative instruments ³	0.02	0.08
Unrealized losses on foreign currency derivative instruments ²	0.01	0.01
Integration expenses associated with Finagaz	0.02	0.04
Loss on extinguishment of debt	0.02	-
Impact from change in French tax rate	-	0.02
Impact from Tax Cuts and Jobs Act	-	(0.03)
Adjusted diluted earnings per share	\$1.31	\$1.69

Q2 Results Recap

A return to near normal weather helped support a 29% increase to Adjusted EPS



Financial Results – AmeriGas

(\$ millions)	Q2 2017	Q2 2018
Adjusted EBITDA	\$271.2	
Retail Margin		45.8
Wholesale and Other Total Margin		3.0
Partnership Operating and Administrative Expenses		(11.5)
Other Income and Expense, net		1.0
Adjusted EBITDA		\$309.5

Item	Primary Drivers
Volume ↑	Cold weather in late December, January, and March
Total Margin ↑	Higher retail volumes and slightly higher retail unit margins
Operating and Admin Expenses ↑	Higher compensation and vehicle expenses due to higher volumes



Financial Results – UGI International

(\$ millions)	Q2 2017	Q2 2018
Income Before Taxes	\$116.2	
Total Margin		60.9
Operating and Administrative Expenses		(39.9)
Depreciation and Amortization		(7.3)
Interest Expense		(0.4)
Other Income and Expense, net		(12.0)
Income Before Taxes		\$117.5
Integration Expenses	6.7	11.3
Adjusted Income Before Taxes	\$122.9	\$128.8

Item	Primary Drivers
LPG Volume ↑	Acquisition of UniverGas in Italy and colder weather
Total Margin ↑	Stronger Fx rates; margin from acquisitions and higher LPG volumes from legacy business
Operating and Admin Expenses ↑	Stronger Fx rates and incremental expenses from acquisitions; partially offset by Finagaz synergies
Other Income & Expense ↓	Realized loss on Fx derivatives



Financial Results – Midstream & Marketing

(\$ millions)	Q2 2017	Q2 2018
Income Before Taxes	\$ 83.8	
Total Margin		32.7
Operating and Administrative Expenses		(4.4)
Depreciation and Amortization		(2.0)
Other Income and Expenses, net		(2.5)
Income Before Taxes		\$107.6

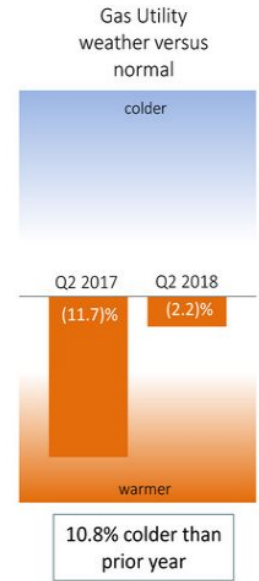
Item	Primary Drivers
Total Margin ↑	Higher capacity management, peaking, gathering and generation total margins
Operating and Admin Expenses ↑	Higher compensation and benefit expenses and greater peaking and gathering activities related to new investments and expanded activities
Other Income & Expense ↓	Absence of AFUDC income associated with Sunbury



Financial Results – Utilities

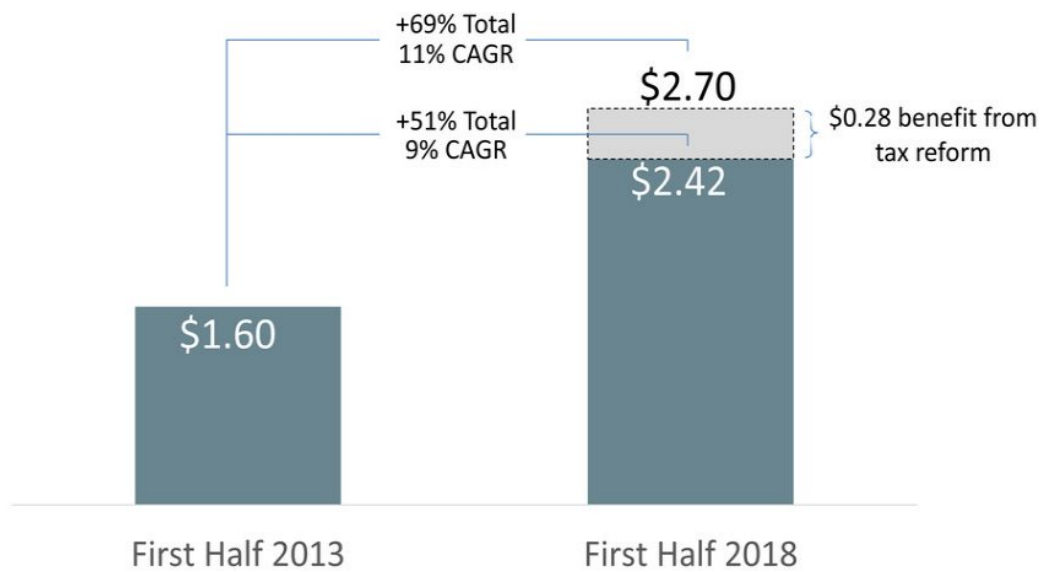
(\$ millions)	Q2 2017	Q2 2018
Income Before Taxes	\$106.1	
Total Margin		30.4
Operating and Administrative Expenses		(8.1)
Depreciation and Amortization		(3.4)
Interest Expense		(0.8)
Other Income and Expense, net		(0.2)
Income Before Taxes		\$124.0

Item	Primary Drivers
Volume ↑	Core market throughput higher due to colder weather and customer growth
Total Margin ↑	Higher core market throughput, higher large firm delivery service total margin, and increase in PNG base rates
Operating and Admin Expenses ↑	Higher accounts receivable reserves, compensation and benefits due to increased volumes
Depreciation and Amortization ↑	Increased capital expenditure activity



2013 – 2018 Adjusted EPS Growth

First Half 2013 and 2018 periods both experienced approximately normal weather

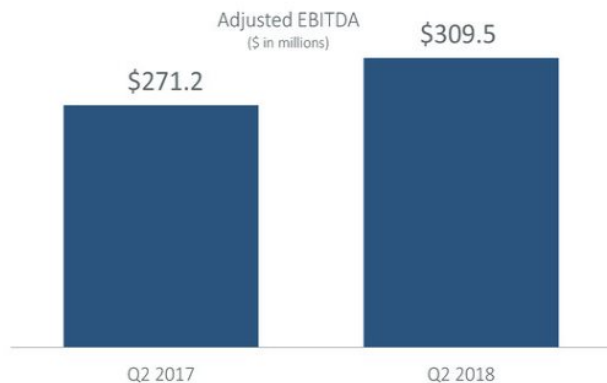


AmeriGas Second Quarter Recap

Jerry E. Sheridan
President & CEO, AmeriGas



AmeriGas Q2 2018 Earnings Recap



- Volume up 10% on weather that was 14% colder than prior-year period
- Weather was normal, but uneven for the quarter
- Unit margins up slightly despite average costs at Mt. Belvieu that were 18% higher than prior year
 - Propane costs stable throughout the quarter
- Operating expenses up 5% due to higher total compensation costs and vehicle expenses

Original FY18 Guidance (November 9, 2017)	Updated FY18 Guidance (May 3, 2018)
\$650 - \$690 million Adjusted EBITDA	\$625 - \$645 million Adjusted EBITDA

- Excludes the impact of non-cash charge related to impairment of tradenames that will be recorded in Q3

Growth Initiatives

Cylinder Exchange

- Volume was up 15% vs. Q2 2017
- 6% increase in same store sales

National Accounts

- Volume was up 18% vs. Q2 2017 due to weather and new customers

Acquisitions

- Closed an acquisition in April; expected to add 3 million gallons annually
- Pipeline remains strong



Trade Names and Distribution Update

Heritage Tradenames

- Recently completed a review of the operational tradenames acquired with the Heritage acquisition in 2012
- Analysis concluded that the tradenames will have a finite life of 3-5 years and be amortized over that time
- Will record a non-cash charge of approximately \$70 million in Q3 to adjust the fair value
- Impact of charge will be excluded from adjusted EBITDA

Distribution and Leverage Update

- On April 23, Board of Directors approved a \$0.95 distribution; unchanged from prior quarter
- Holding the distribution flat will contribute to building distribution coverage following two record warm years in 2016 and 2017
- Expect to finish FY18 with improved leverage of ~4.3x and distribution coverage of greater than 1.0x

Conclusion and Q&A

John L. Walsh
President & CEO, UGI



Key Growth Drivers

Natural Gas Infrastructure

- Record natural gas demand in first two weeks of Q2 highlighted the need for additional infrastructure
 - Peak sendouts were 7-14% above record-level set in Polar Vortex of 2014
- UGI investments to meet higher ongoing demand
 - PennEast
 - Steelton LNG - completed
 - Bethlehem LNG - recently approved
- Plan to deploy \$1.2 billion of capital at Utilities over the next four years

LPG and International

- AmeriGas scale continues to offer competitive advantage; National Accounts and ACE up 15%+ this quarter
- Acquisitions in Europe
 - DVEP – power and natural gas marketing in Netherlands
 - UniverGas – LPG distribution in Italy
 - Finagaz – acquired in 2015; integration in final stages

FY 2018 Guidance Update

Original FY18 Adjusted EPS Guidance (November 9, 2017)	Updated FY18 Adjusted EPS Guidance (May 3, 2018)
\$2.45 – \$2.65	\$2.70 – \$2.80
<ul style="list-style-type: none">• Did not reflect impact of tax reform	<ul style="list-style-type: none">• Includes the benefit of tax reform (other than one-time items)• Reflects the strong underlying performance in each of our businesses• Excludes the impact of the non-cash charge related to impairment of tradenames acquired in the Heritage acquisition that will be recorded in Q3

Q&A

APPENDIX

UGI Supplemental Footnotes



- Management uses "adjusted net income attributable to UGI" and "adjusted diluted earnings per share," both of which are non-GAAP financial measures, when evaluating UGI's overall performance. For the periods presented, adjusted net income attributable to UGI is net income attributable to UGI Corporation after excluding net after-tax gains and losses on commodity and certain foreign currency derivative instruments not associated with current period transactions (principally comprising changes in unrealized gains and losses on derivative instruments), Finagaz integration expenses, losses associated with extinguishments of debt and the impact on net deferred tax liabilities from a change in French corporate income tax rate and U.S. tax reform legislation. Volatility in net income at UGI can occur as a result of gains and losses on commodity and certain foreign currency derivative instruments not associated with current period transactions but included in earnings in accordance with U.S. generally accepted accounting principles ("GAAP").
- Non-GAAP financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measures. Management believes that these non-GAAP measures provide meaningful information to investors about UGI's performance because they eliminate the impact of (1) gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of period-over-period results.
- The following tables on the following slides reconcile net income attributable to UGI Corporation, the most directly comparable GAAP measure, to adjusted net income attributable to UGI Corporation, and reconciles diluted earnings per share, the most comparable GAAP measure, to adjusted diluted earnings per share, to reflect the adjustments referred to above.

UGI Adjusted Net Income and EPS



Quarter Ended March 31, 2018 (Millions of dollars, except per share)	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation:						
Net income (loss) attributable to UGI Corporation	\$ 276.0	\$ 49.8	\$ 77.4	\$ 76.6	\$ 89.2	\$ (17.0)
Net losses on commodity derivative instruments not associated with current-period transactions (net of tax of \$(3.9)) (a)	15.7	—	—	—	—	15.7
Unrealized losses on foreign currency derivative instruments (net of tax of \$(0.7)) (a)	1.3	—	—	—	—	1.3
Integration expenses associated with Finagaz (net of tax of \$(4.5)) (a)	6.8	—	6.8	—	—	—
Impact of French Finance Bill	3.7	—	3.7	—	—	—
Impact from Tax Cuts and Jobs Act	(5.3)	—	(0.2)	—	—	(5.1)
Adjusted net income (loss) attributable to UGI Corporation	\$ 298.2	\$ 49.8	\$ 87.7	\$ 76.6	\$ 89.2	\$ (5.1)
Adjusted diluted earnings per share:						
UGI Corporation earnings (loss) per share - diluted	\$ 1.57	\$ 0.28	\$ 0.44	\$ 0.43	\$ 0.51	\$ (0.09)
Net losses on commodity derivative instruments not associated with current-period transactions (b)	0.08	—	—	—	—	0.08
Unrealized losses on foreign currency derivative instruments	0.01	—	—	—	—	0.01
Integration expenses associated with Finagaz	0.04	—	0.04	—	—	—
Impact of French Finance Bill	0.02	—	0.02	—	—	—
Impact from Tax Cuts and Jobs Act	(0.03)	—	—	—	—	(0.03)
Adjusted diluted earnings (loss) per share	\$ 1.69	\$ 0.28	\$ 0.50	\$ 0.43	\$ 0.51	\$ (0.03)
(a) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.						
(b) Includes the effects of rounding associated with per share amounts.						

UGI Adjusted Net Income and EPS



Quarter Ended March 31, 2017 (Millions of dollars except per share)	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation:						
Net income (loss) attributable to UGI Corporation	\$ 219.9	\$ 32.0	\$ 79.3	\$ 50.2	\$ 65.1	\$ (6.7)
Net losses on commodity derivative instruments not associated with current-period transactions (net of tax of \$1.5) (a)	3.1	—	—	—	—	3.1
Unrealized losses on foreign currency derivative instruments (net of tax of \$(0.5)) (a)	0.8	—	—	—	—	0.8
Loss on extinguishments of debt (net of tax of \$(2.3)) (a)	3.6	3.6	—	—	—	—
Integration expenses associated with Finagaz (net of tax of \$(2.3)) (a)	4.4	—	4.4	—	—	—
Adjusted net income (loss) attributable to UGI Corporation	<u>\$ 231.8</u>	<u>\$ 35.6</u>	<u>\$ 83.7</u>	<u>\$ 50.2</u>	<u>\$ 65.1</u>	<u>\$ (2.8)</u>
Adjusted diluted earnings per share:						
UGI Corporation earnings (loss) per share - diluted	\$ 1.24	\$ 0.18	\$ 0.45	\$ 0.28	\$ 0.37	\$ (0.04)
Net losses on commodity derivative instruments not associated with current-period transactions	0.02	—	—	—	—	0.02
Unrealized losses on foreign currency derivative instruments (b)	0.01	—	—	—	—	0.01
Loss on extinguishments of debt	0.02	0.02	—	—	—	—
Integration expenses associated with Finagaz	0.02	—	0.02	—	—	—
Adjusted diluted earnings (loss) per share	<u>\$ 1.31</u>	<u>\$ 0.20</u>	<u>\$ 0.47</u>	<u>\$ 0.28</u>	<u>\$ 0.37</u>	<u>\$ (0.01)</u>
(a) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.						
(b) Includes the effects of rounding.						

2013 UGI Adjusted Net Income and EPS



For the Six Months ended March 31, 2013	
(Millions of dollars, except per share)	2013
Adjusted net income attributable to UGI Corporation:	
Net income attributable to UGI Corporation	\$ 283.2
Net unrealized gains on Midstream & Marketing's unsettled commodity derivative instruments (net of tax of \$2.4)(a)	(3.4)
Net gains on certain Midstream & Marketings settled commodity derivative instruments (net of tax of \$3.3)(a)	(4.6)
Adjusted net income attributable to UGI Corporation	\$ 275.2
Adjusted diluted earnings per share	
Earnings per share - diluted	\$ 1.65
Net unrealized gains on Midstream & Marketing's unsettled commodity derivative instruments	(0.02)
Net gains on certain Midstream and Marketing settled commodity derivative instruments	(0.03)
Adjusted earnings per share - diluted	\$ 1.60
(a) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.	

AmeriGas Supplemental Footnotes



- The enclosed supplemental information contains a reconciliation of earnings before interest expense, income taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA to Net Income.
- EBITDA and Adjusted EBITDA are not measures of performance or financial condition under GAAP. Management believes EBITDA and Adjusted EBITDA are meaningful non-GAAP financial measures used by investors to compare the Partnership's operating performance with that of other companies within the propane industry. The Partnership's definitions of EBITDA and Adjusted EBITDA may be different from those used by other companies.
- EBITDA and Adjusted EBITDA should not be considered as alternatives to net income (loss) attributable to AmeriGas Partners, L.P. Management uses EBITDA to compare year-over-year profitability of the business without regard to capital structure as well as to compare the relative performance of the Partnership to that of other master limited partnerships without regard to their financing methods, capital structure, income taxes or historical cost basis. Management uses Adjusted EBITDA to exclude from AmeriGas Partners' EBITDA gains and losses that competitors do not necessarily have to provide additional insight into the comparison of year-over-year profitability to that of other master limited partnerships. In view of the omission of interest, income taxes, depreciation and amortization, gains and losses on commodity derivative instruments not associated with current-period transactions, and other gains and losses that competitors do not necessarily have from Adjusted EBITDA, management also assesses the profitability of the business by comparing net income attributable to AmeriGas Partners, L.P. for the relevant periods. Management also uses Adjusted EBITDA to assess the Partnership's profitability because its parent, UGI Corporation, uses the Partnership's Adjusted EBITDA to assess the profitability of the Partnership, which is one of UGI Corporation's business segments. UGI Corporation discloses the Partnership's Adjusted EBITDA as the profitability measure for its domestic propane segment.

AmeriGas EBITDA and Adjusted EBITDA



(Millions of dollars)	Quarter Ended March 31,	
	2018	2017
EBITDA and Adjusted EBITDA		
Net income attributable to AmeriGas Partners	\$ 191.8	\$ 135.1
Income tax expense (a)	0.6	0.6
Interest expense	41.0	40.0
Depreciation	35.6	34.4
Amortization	9.6	10.6
EBITDA	278.6	220.7
Add net losses on commodity derivative instruments not associated with current-period transactions	31.2	28.6
Loss on extinguishments of debt	-	22.1
Noncontrolling interest in net losses on commodity derivative instruments not associated with current-period transactions (a)	(0.3)	(0.2)
Adjusted EBITDA	\$ 309.5	\$ 271.2
(a) Includes the impact of rounding.		

Investor Relations:

Will Ruthrauff
610-456-6571
ruthrauffw@ugicorp.com

Brendan Heck
610-456-6608
heckb@ugicorp.com



