

UGI CORP /PA/
Form 8-K
May 26, 2010

**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 26, 2010

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, Pennsylvania**

(Address of Principal Executive Offices)

19406

(Zip Code)

Registrant's telephone number, including area code: **610 337-1000**

(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))

Item 8.01 Other Events.

Effective October 1, 2009, we adopted new guidance issued by the Financial Accounting Standards Board (FASB) regarding the accounting for and presentation of noncontrolling interests (previously minority interests). Prior to the adoption of the new FASB guidance, we reported minority interests between liabilities and stockholders' equity on our Consolidated Balance Sheets. The new guidance requires an entity to clearly identify and present ownership interests in subsidiaries held by parties other than the parent in the consolidated financial statements within the equity section but separate from the parent's equity. The new guidance also requires that revenues, expenses, net income or loss, and other comprehensive income or loss be reported in the consolidated financial statements at the consolidated amounts, which includes amounts attributable to both owners of the parent and to noncontrolling interests. Net income or loss and other comprehensive income or loss is then attributed to the parent and to noncontrolling interests. Prior to the adoption of the new guidance, we recorded minority interest in net income (loss) of consolidated subsidiaries in the determination of net income (loss). These changes were reflected in the financial statements included in our Quarterly Reports on Form 10-Q for the first and second quarters of fiscal 2010, filed with the U.S. Securities and Exchange Commission (SEC) on February 5, 2010 and May 7, 2010, respectively. These changes did not affect our net income per basic or diluted common share.

We have recast certain prior financial statements to retrospectively reflect the adoption of the new accounting guidance regarding noncontrolling interests. We have also recast the related Management's Discussion and Analysis of Financial Condition and Results of Operations and Selected Financial Information for the five years ended September 30, 2009. The Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and Selected Financial Information included in this Current Report on Form 8-K supersede those included in our Annual Report on Form 10-K for the year ended September 30, 2009, filed with the SEC on November 20, 2009.

Copies of the Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Financial Statements and Supplementary Data are filed hereto as Exhibits 99.1, 99.2 and 99.3, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are filed with this report:

| Exhibit Number | Exhibit Description |
|----------------|---|
| 99.1 | Selected Financial Data |
| 99.2 | Management's Discussion and Analysis of Financial Condition and Results of Operations |
| 99.3 | Financial Statements and Supplementary Data |
| 99.4 | Consent of PricewaterhouseCoopers LLP |

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 26, 2010

*By: Peter Kelly
Name: Peter Kelly
Title: Vice President-Finance and Chief
Financial Officer*

EXHIBIT INDEX

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