

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Under Rule 14a-12

ESSENTIAL UTILITIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



Essential Utilities, Inc.
762 W. Lancaster Avenue
Bryn Mawr, Pennsylvania 19010

March 22, 2023

Additional Definitive Proxy Material

On March 20, 2023, Essential Utilities filed its definitive proxy statement for its virtual Annual Meeting of Shareholders to be held on Wednesday May 3, 2023 at 8:00 ET. This document amends and supplements the Proxy Statement for the Annual Meeting, to add a proposal to seek an advisory vote on whether the frequency of the advisory vote on compensation paid to the Company's executive officers should be every 1, 2 or 3 years.

The record date for the Annual Meeting remains as March 6, 2023.

Notice of Annual Meeting of Shareholders



Essential Utilities, Inc.
762 W. Lancaster Avenue
Bryn Mawr, Pennsylvania 19010

Virtual Annual Meeting of Shareholders

Wednesday, May 3, 2023 8:00am ET

Record Date
March 6, 2023

This year's Annual Meeting will be conducted virtually, entirely by live audio broadcast.

To attend, go to:
www.virtualshareholdermeeting.com/WTRG2023 and log in using the control number on your Notice of Internet Availability, proxy card or voting instruction form.

The list of shareholders will be available for inspection upon request by any shareholder for any purpose germane to the Annual Meeting for a period of 10 days prior to the Annual Meeting at our principal office located at 762 W. Lancaster Avenue, Bryn Mawr, PA 19010, by contacting us at www.essential.co/investor-relations

Shareholders will have the same opportunities to participate as they would at an in-person meeting, with the opportunity to vote and ask questions on the matters discussed in this proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 3, 2023.

The Notice of Annual Meeting, Proxy Statement and 2022 Annual Report to Shareholders are available at: www.proxyvote.com.

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting login page.

Purpose

- 1 To elect eight nominees for directors;
- 2 To approve an advisory vote on the compensation paid to the Company's named executive officers for 2022;
- 3 To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year;
- 4 To approve an advisory vote on whether the frequency of the advisory vote on compensation paid to the Company's named executive officers should be every 1, 2 or 3 years; and
- 5 To transact any other business as may properly come before the meeting or any adjournments or postponements thereof.

Who can vote

Only shareholders of record at the close of business on March 6, 2023, will be entitled to notice of, and to vote at, the meeting.

Your vote is important

We urge each shareholder to promptly sign and return the enclosed proxy card, or to use telephone or internet voting.

See our Questions and Answers about the Annual Meeting and the voting section of the proxy statement for information about voting by telephone or internet, how to revoke a proxy and how to vote your shares at the virtual annual meeting.

How to vote



Online before the meeting*
www.proxyvote.com

Online at the meeting
Attend the Annual Meeting virtually at www.virtualshareholdermeeting.com/WTRG2023 and follow the instructions for voting



By phone*
In the U.S. or Canada
dial toll-free
1-800-690-6903



By mail
Return your signed proxy card in the postage-paid envelope provided

* If you hold shares directly, you have until 11:59 p.m. (ET) on May 2, 2023, to vote through the internet or by phone. If you are a plan participant, you have until 11:59 p.m. (ET) on April 30, 2023, to vote through the internet or by phone. If you vote by Internet or by phone, you do not need to mail back your proxy card.

By Order of the Board of Directors,

Kimberly A. Joyce
Secretary

Proposal 4:

Advisory Vote on the Frequency of the Say on Pay Advisory Vote on Executive Compensation

In addition to providing shareholders with the opportunity to cast an advisory vote on the executive compensation programs for the named executive officers, this year the Company is providing shareholders with an advisory vote on whether the frequency of the advisory vote on the executive compensation programs should be every 1, 2 or 3 years.

The Board believes that a frequency of every year for the advisory vote on the Company's executive compensation programs provides shareholders with the opportunity to weigh in, on an advisory basis, on the effectiveness of the executive compensation program and any changes. This belief is based, in part, on the Company's experience over the past twelve years of annual say on pay votes. The Executive Compensation Committee and the Board of Directors believe that annual advisory vote allows for sufficient time to (a) evaluate the shareholders' vote, (b) determine the nature of any shareholders' concerns with the Company's executive compensation programs, and (c) design and implement changes to attempt to address those concerns, if applicable. Shareholders who have concerns about the executive compensation programs are welcome to bring their specific concerns to the attention of the Board of Directors. Please refer to "Communications with the Company or Independent Directors" on page 36 of the proxy statement for information about communicating with the independent members of the Board.

The proxy card and electronic proxy each provides shareholders with the opportunity to choose among four options (holding the vote every 1, 2 or 3 years, or abstaining) and, therefore, shareholders will not be voting to approve or disapprove the Board's recommendation.

Although this advisory vote on the frequency of the "Say on Pay" vote is non-binding, the Board and the Executive Compensation Committee will take into account the outcome of the vote when considering the frequency of future advisory votes on the Company's executive compensation programs.



The Board of Directors unanimously recommends that you vote FOR the option of every "1 year" for future advisory votes on the Company's executive compensation programs.

The following Questions and Answers are added to the proxy statement:

Why are shareholders being asked to provide an advisory vote on the frequency of how often advisory votes on executive compensation, referred to as “Say on Pay,” will be submitted to shareholders in future years?

The Company first submitted to shareholders an advisory vote on the compensation of its named executive officers in its 2011 proxy statement and again in its 2017 proxy statement. Both times, the shareholders overwhelmingly supported the provision of a Say on Pay advisory vote every year, which advisory vote was adopted by the Board of Directors in 2011 and 2017. Applicable law requires the Company to seek an advisory vote of the frequency of Say on Pay advisory votes at least once every six years, therefore we are providing this advisory vote in this year’s proxy statement.

What does the Board of Directors recommend for the frequency advisory vote on named executive officer compensation?

In 2020, we introduced a revised compensation program design for Essential’s executives based on an extensive study of industry best practices. Since 2020, the advisory vote on Say on Pay for our named executive officers has achieved greater than 96% support from shareholders. The Executive Compensation Committee of the Board of Directors considers the advisory vote results each year in making compensation decisions for the following year. The Board of Directors believes that annual advisory votes provide shareholders with the opportunity to voice support or concern regarding the named executive officer compensation on a more timely basis, which is why the Board of Directors is recommending that the shareholders select the annual frequency so that such annual Say on Pay advisory votes will continue.

What are the voting requirements to approve each proposal? What is the impact of abstentions and broker non-votes on each proposal?

The following table summarizes the vote required for the approval of each proposal and the impact, if any, of abstentions and broker non-votes.

Proposal	Voting Options	Vote Required for Approval	Impact of Abstentions	Impact of Broker Non-Votes
Proposal 1 Election of directors	For, Against, or Withhold for each nominee	Plurality of the votes cast*	No effect on this proposal	No effect on this proposal
Proposal 2 Advisory vote on executive compensation	For, Against, or Abstain	Affirmative vote of a majority of the votes cast by those shareholders present in person or represented by proxy at the meeting	No effect on this proposal	No effect on this proposal
Proposal 3 Ratification of the appointment of PricewaterhouseCoopers LLP	For, Against, or Abstain	Affirmative vote of a majority of the votes cast by those shareholders present in person or represented by proxy at the meeting	No effect on this proposal	Not applicable as brokers have discretionary authority to vote on this proposal
Proposal 4 Advisory vote on the frequency of say-on-pay advisory votes	1, 2 or 3 years or abstain	Affirmative vote of a majority of the votes cast by those shareholders present in person or represented by proxy at the meeting	No effect on this proposal	No effect on this proposal

* In accordance with the Company’s current resignation policy, in an election where the only nominees are those recommended by the Board of Directors, any incumbent director who is nominated for re-election and who receives a greater number of WITHHOLD votes than FOR votes for the director’s election must promptly tender a resignation to the Board of Directors.



ESSENTIAL UTILITIES, INC.
762 WEST LANCASTER AVENUE
BRYN MAWR, PA 19010

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

1 OF 2



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 2, 2023 for shares held directly and by 11:59 p.m. Eastern Time on April 30, 2023 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/WTRG2023
You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 2, 2023 for shares held directly and by 11:59 p.m. Eastern Time on April 30, 2023 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NAME

THE COMPANY NAME INC. - COMMON
THE COMPANY NAME INC. - CLASS A
THE COMPANY NAME INC. - CLASS B
THE COMPANY NAME INC. - CLASS C
THE COMPANY NAME INC. - CLASS D
THE COMPANY NAME INC. - CLASS E
THE COMPANY NAME INC. - CLASS F
THE COMPANY NAME INC. - CLASS G
THE COMPANY NAME INC. - CLASS H
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PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:



KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR all of the nominees listed:

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. To elect eight nominees as directors:

Nominees

- | | | | | |
|------------------------|------------------------|-----------------------------|------------------------|------------------|
| 01) Elizabeth B. Amato | 02) David A. Ciesinski | 03) Christopher H. Franklin | 04) Daniel J. Hilferty | 05) Edwina Kelly |
| 06) W. Bryan Lewis | 07) Ellen T. Ruff | 08) Lee C. Stewart | | |

The Board of Directors recommends you vote FOR the following proposals:

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 2. To approve an advisory vote on the compensation paid to the Company's named executive officers for 2022. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote 1 YEAR on the following proposal:

- | | 1 year | 2 years | 3 years | Abstain |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 4. To approve an advisory vote on whether the frequency of the advisory vote on compensation paid to the Company's named executive officers should be every 1, 2 or 3 years. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

Signature [PLEASE SIGN WITHIN BOX] Date

JOB #

Signature (Joint Owners) Date

SHARES
CUSIP #
SEQUENCE #

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice & Proxy Statement, Annual Report and Supplement are available at www.proxyvote.com

Proxy

Essential Utilities, Inc.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ESSENTIAL UTILITIES, INC. Proxy for Annual Meeting of Shareholders on May 3, 2023

The undersigned hereby appoints Christopher P. Luning and Daniel J. Schuller, or a majority of them or any one of them acting singly in absence of the others, with full power of substitution, the proxy or proxies of the undersigned, to attend the Annual Meeting of Shareholders of Essential Utilities, Inc., to be held virtually at www.virtualshareholdmeeting.com/WTRG2023, at 8:00 a.m., Eastern Time on Wednesday, May 3, 2023 and any adjournments or postponements thereof, and, with all powers the undersigned would possess, if present, to vote all shares of Common Stock of the undersigned in Essential Utilities, Inc. including any shares held in the Dividend Reinvestment and Direct Stock Purchase Plan of Essential Utilities, Inc. as designated on the reverse side.

The proxy when properly executed will be voted in the manner directed herein by the undersigned. If the proxy is signed, but no vote is specified, this proxy will be voted: FOR ALL the director nominees listed in Proposal No. 1 on the reverse side; FOR the compensation paid to the Company's named executive officers for 2022 in Proposal No. 2; FOR the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year in Proposal No. 3; ONE YEAR for the frequency of the advisory vote on compensation paid to the Company's named executive officers in Proposal No. 4; and in accordance with the proxies' discretion upon other matters properly coming before the meeting and any adjournments or postponements thereof.

PLEASE MARK, SIGN, DATE AND PROPERLY RETURN THE PROXY CARD USING THE ENCLOSED ENVELOPE, OR VOTE ELECTRONICALLY THROUGH THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS SET OUT ON THE PROXY CARD.

Continued and to be signed on reverse side