

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 4, 2022

Essential Utilities, Inc.

(Exact Name of Registrant Specified in Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

001-06659
(Commission File
Number)

23-1702594
(I.R.S. Employer
Identification No.)

762 West Lancaster Avenue
Bryn Mawr, Pennsylvania

(Address of Principal Executive Offices)

19010-3489

(Zip Code)

Registrant's telephone number, including area code: (610) 527-8000

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$.50 par value	WTRG	New York Stock Exchange
6.00% Tangible Equity Units	WTRU	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 5.07 Submission of Matters to a Vote of Security Holders.

The 2022 Annual Meeting of Shareholders (the “Annual Meeting”) of Essential Utilities, Inc. (the “Company”) was held on May 4, 2022 as a virtual meeting pursuant to the notice sent, on or about March 22, 2022, to all shareholders of record at the close of business on March 7, 2022, the record date for the Annual Meeting. At the Annual Meeting:

1. The following nominees were elected as directors of the Company to serve for one-year terms and until their successors are elected and qualified. The votes received are set forth adjacent to the names below:

<u>Name of Nominee</u>	<u>For</u>	<u>Withheld</u>
Elizabeth B. Amato	181,822,335	4,257,501
David A. Ciesinski	183,916,759	2,163,077
Christopher H. Franklin	175,520,205	10,559,631
Daniel J. Hilferty	183,860,365	2,219,471
Edwina Kelly	184,174,241	1,905,595
Ellen T. Ruff	180,656,838	5,422,998
Lee C. Stewart	184,040,464	2,039,372
Christopher Womack	182,223,171	3,856,665

There were 30,323,098 broker non-votes recorded for each nominee.

2. The advisory vote to approve the compensation paid to the Company’s named executive officers for 2021 as disclosed in the Company’s Proxy Statement for the Annual Meeting was approved by the following vote of shareholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
179,138,481	5,406,993	1,534,362	30,323,098

3. Ratification of an Amendment to the Bylaws (the “Bylaws”) to require shareholder disclosure of certain derivative securities holdings was ratified by the following vote of shareholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
183,490,773	937,073	1,651,990	30,323,098

4. The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2022 fiscal year was ratified by the following vote of shareholders:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
208,730,890	6,959,914	712,130

There were no broker non-votes for the ratification of the independent registered public accounting firm.

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.

ESSENTIAL UTILITIES, INC.

By: /s/ Christopher P. Luning
Name: Christopher P. Luning
Title: Executive Vice President, General Counsel and Secretary

May 12, 2022
