
**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): July 16, 2015

Aqua America, Inc.
(Exact name of registrant as specified in its 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))
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Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 16, 2015, Aqua America, Inc. (the “Company”) announced that the Board of Directors had appointed two individuals to executive officer positions with the Company. The executive officers are Richard S. Fox, who was promoted to the role of Executive Vice President and Chief Operating Officer, Regulated Operations and Daniel J. Schuller, who accepted the position of Executive Vice President, Strategy and Corporate Development. Mr. Fox’s promotion is effective immediately. Mr. Schuller is expected to join the Company in early August 2015. The Company’s press release announcing Mr. Fox’s and Mr. Schuller’s appointments is attached as Exhibit 99.1 to this current report on Form 8-K.

Mr. Fox, age 54, has served as Regional President, Regulated Utilities of the Company since January 2012. Prior to his current role, Mr. Fox was President of Aqua Utilities Florida, Inc., a subsidiary of the Company, from August 2011 to January 2012, and Vice President - Customer Service of the Company from June 2002 to August 2011.

Mr. Fox’s annual base salary will be \$334,000. Mr. Fox will continue to be eligible to participate in the Company’s Annual Cash Incentive Compensation Plan (the “Cash Plan”). Mr. Fox’s target annual bonus under the Cash Plan will be 55% of his base salary. Mr. Fox will also continue to be eligible to participate in the Company’s 2009 Omnibus Equity Compensation Plan (the “Omnibus Plan”). Mr. Fox’s target bonus under the Omnibus Plan is expected to be 85% of his base salary, with two-thirds awarded as performance share units and one-third awarded as restricted stock units. Mr. Fox will receive an equity award under the Omnibus Plan as a promotion award. The Company will enter into a change-in-control agreement with Mr. Fox substantially identical to the form of agreement entered into with other executive officers of the Company and filed with the Company’s SEC filings.

Prior to joining the Company, Mr. Schuller, age 45, was an Investment Principal with J.P. Morgan Asset Management – Infrastructure Investments Group since 2007. In his role as Investment Principal, Mr. Schuller provided strategic leadership as a director of portfolio companies, led financial and operational due diligence for potential acquisitions, determined appropriate capital structures and developed long-range financial projections for the portfolio companies.

Mr. Schuller’s annual base salary will be \$350,000. Mr. Schuller will be eligible to participate in the Cash Plan. Mr. Schuller’s target annual bonus under the Cash Plan will be 55% of his base salary. Mr. Schuller will also be eligible to participate in the Omnibus Plan. Mr. Schuller’s target bonus under the Omnibus Plan is expected to be 85% of his base salary, with two-thirds awarded as performance share units and one-third awarded as restricted stock units. Mr. Schuller will also receive a new hire equity-based award under the Omnibus Plan on his start date. The Company will enter into a change-in-control agreement with Mr. Schuller substantially identical to the form of agreement entered into with other executive officers of the Company and filed with the Company’s SEC filings.

Neither Mr. Fox or Mr. Schuller have any family relationships with any of the Company's directors or executive officers. There are no arrangements or understandings between either of Mr. Fox or Mr. Schuller and any other persons pursuant to which Mr. Fox or Mr. Schuller was selected as an officer. Neither Mr. Fox nor Mr. Schuller have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Schedules

(d) Exhibits.

99.1 Press release of Aqua America, Inc., issued July 16, 2015 (filed herewith).

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.

Aqua America, Inc.

July 16, 2015

By: /s/ Christopher P. Luning

Name: Christopher P. Luning

Title: Senior Vice President, General Counsel and Secretary



July 16, 2015

Aqua America CEO Franklin Names New Chief Operating Officer and Executive Vice President, Strategy and Corporate Development

BRYN MAWR, Pa.—(BUSINESS WIRE)— Aqua America, Inc. (NYSE: WTR) CEO Christopher Franklin today announced the appointment of two new members to his senior team. Franklin appointed former Regional President Richard “Rick” S. Fox to executive vice president and chief operating officer and Daniel J. Schuller, Ph.D. to the new position of executive vice president, strategy and corporate development.

This Smart News Release features multimedia. View the full release here:
<http://www.businesswire.com/news/home/20150716005789/en/>



Rick Fox is Chief Operating Officer for Aqua America (Photo: Business Wire)

Fox will replace Franklin whose appointment to CEO was effective July 1. As COO, Fox will be responsible for Aqua America’s regulated operations (\$756 million in revenues), including engineering and environmental compliance.

“During his 14-year tenure at Aqua, Rick has made significant contributions to the company’s success including his key role in the consolidation of the company’s multiple customer service operations that existed as a result of the company’s numerous acquisitions. Since Rick has been regional president, he has worked closely with our state operations teams to refine and improve the efficiency of the company,” said Franklin. “Rick and I have worked closely for nearly a decade and a half and he has been my virtual deputy COO. I look forward to his leadership in the continued achievement of our primary mission of providing quality water and wastewater service

to our customers.”

Fox has been regional president for Aqua America since January 2012, heading all of Aqua America’s utility operations in Texas, Illinois, North Carolina, Indiana and Virginia. Prior to assuming the role of regional president, Fox was vice president, customer operations, where he was responsible for all customer service operations for Aqua America’s regulated operating subsidiaries, including the company’s national customer call centers, national meter operations, and company-wide billing and collections.

Fox joined Aqua America in 2002 as manager of customer service following 17 years in the chemical manufacturing industry in both operations and technical management. He earned his B.S. in chemical engineering from Virginia Polytechnic Institute and State University, and his M.B.A. from Villanova University, where he achieved Beta Gamma Sigma honors. Fox is a member of the American Institute of Chemical Engineers.

Schuller will be responsible for assisting the chief executive officer with developing, communicating, executing, and sustaining Aqua’s strategic initiatives, with an emphasis on growth. Additionally, he will be responsible for the company’s overall corporate development including acquisitions of regulated and market-based businesses. He comes to Aqua America from J.P. Morgan Asset Management - Infrastructure Investments Group where he has been an investment principal since 2007, providing strategic leadership as a director of portfolio companies including SouthWest Water Company—of which he was responsible for the 100 percent stake held by J.P. Morgan-advised investors—and Summit Utilities. Specifically for SouthWest Water, Schuller guided the company’s turnaround and led its growth strategy, assessing both organic growth and acquisition opportunities. Prior to joining J.P. Morgan, Schuller was a manager at Mars & Co., an international strategy/general management consulting firm, where he led consulting engagements related to growth and profitability for Fortune 500 companies and conducted due diligence for private equity firms.

“Dan is uniquely suited for the leadership role he will play at Aqua America. His academic achievements in engineering combined with his experience in valuing, acquiring, and managing utilities while at J.P. Morgan make him an ideal fit,” said Franklin. “Through his work with SouthWest Water Company, Dan has also built strong industry relationships and has become a respected player in the utility community. Importantly, Dan has demonstrated experience growing customers, developing public-private partnership structures and successfully pruning unprofitable businesses.”

Schuller is a graduate of Purdue University where he earned a B.S., M.S. and Ph.D. in civil engineering. His honors include Phi Kappa Phi, Tau Beta Pi and Chi Epsilon. He is a member of the American Society of Civil Engineers. His volunteer activities include Guiding Eyes for the Blind and 21 Strong, a Down syndrome family support group. In addition, Schuller is president of the board at Salesian High School in New Rochelle, NY.

Aqua America is one of the largest U.S.-based, publicly traded water utilities and serves nearly 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana and Virginia. Aqua America is listed on the New York Stock Exchange under the ticker symbol WTR. Visit AquaAmerica.com for more information.

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