

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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): December 12, 2018

Aqua America, 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

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(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-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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 12, 2018, the Board of Directors (the “Board”) of Aqua America, Inc. (the “Company”), upon the recommendation of its Executive Compensation Committee and its Corporate Governance Committee, approved an increase in the annual cash retainer for all non-employee directors of \$10,000 per year and an increase in the annual equity award of \$10,000 per year. The increases are effective as of January 1, 2019, when the annual cash retainer and annual equity award will each be \$90,000 per year. The additional fees for the Lead Independent Director of the Board and the Board Committee Chairs remained the same. The updated schedule of non-employee directors’ compensation is attached to this Form 8-K as an exhibit and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Non-Employee Directors’ Compensation, effective January 1, 2019.

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**Exhibit Index**

[10.1 Non-Employee Directors' Compensation, effective January 1, 2019.](#)

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**SIGNATURE**

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.**

By: /s/ Christopher P. Luning  
Christopher P. Luning  
Senior Vice President, General Counsel and Secretary

Dated: December 14, 2018

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**Aqua America, Inc.****Non-Employee Directors' Compensation, effective January 1, 2019**

At its regularly scheduled meeting on December 12, 2018, the Board of Directors of Aqua America, Inc., upon the recommendation of its Executive Compensation Committee and its Corporate Governance Committee, approved increases in the annual cash retainer and annual stock retainer paid to all non-employee directors. Following such approval, the compensation program for non-employee directors of Aqua America, Inc. is:

- an annual cash retainer of \$90,000;
- an additional annual cash retainer for the Chair of the Executive Compensation Committee of \$12,500;
- an additional annual cash retainer for the Chair of the Audit Committee of \$12,500;
- an additional annual cash retainer for the Chair of the Corporate Governance Committee of \$10,000;
- an additional annual cash retainer for the Chair of the Risk Mitigation Committee of \$10,000;
- an additional annual cash retainer for the Lead Independent Director of \$25,000; and
- an annual stock grant to non-employee directors of \$90,000.

All directors are reimbursed for reasonable expenses incurred in connection with attendance at Board or Committee meetings.

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