

UNITIL CORP  
Form 8-K  
October 16, 2014

**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 1934**

**Date of Report (Date of earliest event reported): October 15, 2014**

**UNITIL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New Hampshire**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-8858**  
**(Commission**  
  
**File Number)**

**02-0381573**  
**(IRS Employer**  
  
**Identification No.)**

**6 Liberty Lane West, Hampton, New Hampshire**  
**(Address of principal executive offices)**

**03842-1720**  
**(Zip Code)**

**Registrant's telephone number, including area code: (603) 772-0775**

**N/A**

**(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 1.01 Entry into a Material Definitive Agreement**

On October 15, 2014, Unitil Corporation (the Company or Registrant) natural gas distribution utility subsidiary serving customers in Maine and New Hampshire, Northern Utilities, Inc. (Northern Utilities), completed a private placement of \$50 million aggregate principal amount of 4.42% Senior Unsecured Notes due October 15, 2044 (the Notes) to institutional investors. The terms of the notes are set forth in the form of Note Purchase Agreement and form of Note, which are attached as Exhibits 4.1 and 4.2 to this Current Report on Form 8-K.

Northern Utilities plans to use the net proceeds from the Notes to repay short-term debt and for general corporate purposes.

Northern Utilities offered the Notes principally to institutional investors in an offering made pursuant to the exemption from registration requirements under Section 4(a)(2) of the Securities Act of 1933, as amended (the Act).

This offering was not registered under the Act, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act and applicable state securities laws. The Company intends this notice to comply with Rule 135c of the Act and, accordingly, this notice does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The disclosure in Item 1.01 is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
4.1	Form of Note Purchase Agreement dated as of October 15, 2014 by and among Northern Utilities and the several purchasers named therein.
4.2	Form of Note issued pursuant to the Note Purchase Agreement dated as of October 15, 2014 by and among Northern Utilities and the several purchasers named therein.

**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.

UNITIL CORPORATION

By: /s/ Mark H. Collin  
Mark H. Collin  
Senior Vice President, Chief Financial  
Officer and Treasurer

Date: October 16, 2014

**EXHIBIT INDEX**

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