

UGI CORP /PA/
Form 10-Q
August 04, 2017
Table of Contents

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-11071

UGI CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania 23-2668356
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

460 North Gulph Road, King of Prussia, PA 19406
(Address of principal executive offices) (Zip Code)
(610) 337-1000
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At July 31, 2017, there were 173,373,824 shares of UGI Corporation Common Stock, without par value, outstanding.

Table of Contents

UGI CORPORATION AND SUBSIDIARIES
TABLE OF CONTENTS

| | Page |
|---|-----------|
| <u>Part I Financial Information</u> | |
| <u>Item 1. Financial Statements (unaudited)</u> | |
| <u>Condensed Consolidated Balance Sheets as of June 30, 2017, September 30, 2016 and June 30, 2016</u> | <u>1</u> |
| <u>Condensed Consolidated Statements of Income for the three and nine months ended June 30, 2017 and 2016</u> | <u>2</u> |
| <u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended June 30, 2017 and 2016</u> | <u>3</u> |
| <u>Condensed Consolidated Statements of Cash Flows for the nine months ended June 30, 2017 and 2016</u> | <u>4</u> |
| <u>Condensed Consolidated Statements of Changes in Equity for the nine months ended June 30, 2017 and 2016</u> | <u>5</u> |
| <u>Notes to Condensed Consolidated Financial Statements</u> | <u>6</u> |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>30</u> |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | <u>51</u> |
| <u>Item 4. Controls and Procedures</u> | <u>53</u> |
| <u>Part II Other Information</u> | |
| <u>Item 1A. Risk Factors</u> | <u>54</u> |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>54</u> |
| <u>Item 6. Exhibits</u> | <u>54</u> |
| <u>Signatures</u> | <u>56</u> |

Table of Contents

UGI CORPORATION AND SUBSIDIARIES

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(Millions of dollars)

| | June 30, 2017 | September 30, 2016 | June 30, 2016 |
|---|------------------|-----------------------|------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$604.3 | \$ 502.8 | \$909.2 |
| Restricted cash | 6.7 | 15.6 | 9.6 |
| Accounts receivable (less allowances for doubtful accounts of \$33.0, \$27.3 and \$32.1, respectively) | 628.2 | 551.6 | 607.0 |
| Accrued utility revenues | 5.9 | 12.8 | 10.1 |
| Inventories | 216.1 | 210.3 | 184.2 |
| Utility regulatory assets | 7.8 | 3.2 | 3.3 |
| Derivative instruments | 13.3 | 30.9 | 39.4 |
| Prepaid expenses and other current assets | 85.0 | 96.6 | 116.7 |
| Total current assets | 1,567.3 | 1,423.8 | 1,879.5 |
| Property, plant and equipment, at cost (less accumulated depreciation and amortization of \$3,337.5, \$3,107.3 and \$3,037.9, respectively) | 5,422.1 | 5,238.0 | 5,108.2 |
| Goodwill | 3,032.3 | 2,989.0 | 2,981.3 |
| Intangible assets, net | 571.2 | 580.3 | 587.9 |
| Utility regulatory assets | 391.0 | 391.9 | 342.0 |
| Derivative instruments | 3.1 | 6.5 | 10.6 |
| Other assets | 259.4 | 217.7 | 194.4 |
| Total assets | \$11,246.4 | \$ 10,847.2 | \$11,103.9 |
| LIABILITIES AND EQUITY | | | |
| Current liabilities: | | | |
| Current maturities of long-term debt | \$119.1 | \$ 29.5 | \$379.6 |
| Short-term borrowings | 163.9 | 291.7 | 144.0 |
| Accounts payable | 359.0 | 391.2 | 337.0 |
| Derivative instruments | 20.1 | 48.5 | 26.0 |
| Other current liabilities | 617.5 | 681.1 | 700.1 |
| Total current liabilities | 1,279.6 | 1,442.0 | 1,586.7 |
| Long-term debt | 4,014.6 | 3,766.0 | 3,737.0 |
| Deferred income taxes | 1,279.8 | 1,216.2 | 1,210.4 |
| Deferred investment tax credits | 3.0 | 3.3 | 3.3 |
| Derivative instruments | 15.6 | 21.9 | 13.2 |
| Other noncurrent liabilities | 812.7 | 796.0 | 716.6 |
| Total liabilities | 7,405.3 | 7,245.4 | 7,267.2 |
| Commitments and contingencies (Note 9) | | | |
| Equity: | | | |
| UGI Corporation stockholders' equity: | | | |
| UGI Common Stock, without par value (authorized — 450,000,000 shares; issued — 173,960,691, 173,894,141 and 173,875,641 shares, respectively) | 1,187.8 | 1,201.6 | 1,201.3 |
| Retained earnings | 2,151.9 | 1,840.9 | 1,925.8 |
| Accumulated other comprehensive loss | (135.9) | (154.7) | (156.6) |

Treasury stock, at cost

(27.1)