

UNITIL CORP  
Form 8-K  
May 27, 2009

**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): May 20, 2009**

**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.)**

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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 7.01 Regulation FD Disclosure**

A press release announcing the pricing of the Offering (as defined below) is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events**

On May 20, 2009, Unitil Corporation ( Unitil ) entered into an underwriting agreement (the Underwriting Agreement ) with RBC Capital Markets Corporation, as representative of the several underwriters named therein (the Underwriters ), relating to the sale of 2,400,000 shares of Unitil s common stock, no par value (the Common Stock ), at an initial public offering price of \$20.00 per share (the Offering ). Unitil also granted the Underwriters a 30-day option (from the date of the Underwriting Agreement) to purchase up to an additional 360,000 shares of Common Stock to cover any over-allotments (the Over-Allotment ).

The Offering closed on May 27, 2009. Unitil used approximately \$39.1 million of the net proceeds from the Offering to repay all amounts outstanding under the bridge credit facility that Unitil used to partially finance the acquisition of Northern Utilities, Inc. and Granite State Gas Transmission, Inc., which closed on December 1, 2008, and the related costs and expenses. Unitil will use the remaining net proceeds from the Offering and the net proceeds from any Over-Allotment for other general corporate purposes, including capital contributions to Unitil s distribution utilities and repayment of short-term debt.

The Common Stock was and is being offered and sold pursuant to shelf registration statements on Form S-3 (File Nos. 333-152823 and 333-158537) filed with the U.S. Securities and Exchange Commission (the Commission ). The terms of the Common Stock are set forth in the prospectus filed May 21, 2009 with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No. Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement dated May 20, 2009 between Unitil Corporation and RBC Capital Markets Corporation, for themselves and as representative of the several underwriters named therein. |
| 99.1 | Press Release dated May 21, 2009.   |

**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: May 27, 2009

**EXHIBIT INDEX**

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99.1	Press Release dated May 21, 2009.