

UNITIL CORP  
Form 8-K  
December 12, 2008

**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): December 10, 2008**

**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 8.01 Other Events**

On December 10, 2008, 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 2,000,000 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 has also granted the Underwriters a 30-day option (from the date of the Underwriting Agreement) to purchase up to an additional 300,000 shares of Common Stock to cover any over-allotments.

The Common Stock is being offered and sold pursuant to the shelf registration statement on Form S-3 (File No. 333-152823) filed with the U.S. Securities and Exchange Commission (the Commission ). The terms of the Common Stock are set forth in the prospectus supplement filed December 12, 2008 with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended.

The net proceeds of the Offering will be used to repay a portion of the bank financing for Unitil s acquisition of Northern Utilities, Inc. and Granite State Gas Transmission, Inc. which closed on December 1, 2008.

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.

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

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Equity Underwriting Agreement dated December 10, 2008 between Unitil Corporation and RBC Capital Markets Corporation, for themselves and as representative of the several underwriters named therein.
99.1	Press Release dated December 11, 2008.

**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: December 12, 2008

**EXHIBIT INDEX**

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