

**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): October 26, 2022

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange of which registered
Common Stock, no par value	UTL	New York Stock Exchange

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.

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

(d) Election of Directors

On October 26, 2022, the Board of Directors of Unitil Corporation (the “Company”) elected Dr. Neveen F. Awad as a Director, effective immediately. The addition of a new Director is part of the Board of Directors normal succession planning process in anticipation of upcoming retirements from the Board of Directors due to Directors reaching the mandatory retirement age of 75. Dr. Awad will serve on the Board of Directors until the Company’s 2023 annual meeting of shareholders, scheduled for April 26, 2023, at which point she will stand for election to the Board of Directors for a three-year term. The Board of Directors also appointed Dr. Awad to its Compensation Committee.

The Nominating and Governance Committee of the Board of Directors recommended (i) Dr. Awad’s election to the Board of Directors and (ii) Dr. Awad’s appointment to the Compensation Committee.

The Board of Directors has determined that Dr. Awad is independent (as defined in Section 303A.02 of the NYSE Listed Company Manual – Corporate Governance Standards). Dr. Awad does not have any relationships with the Company requiring disclosure under Item 404(a) of Regulation S-K.

Dr. Awad is a partner and managing director of the Boston Consulting Group (“BCG”), a global management consulting firm. She leads the Detroit office, and also is the global leader of BCG’s Technology Platform offering. Prior to BCG, Dr. Awad was an assistant professor at Wayne State University School of Business, a public research university in Detroit, Michigan. Dr. Awad earned a Bachelor of Science in Computer Science from Yale University, and a Ph.D. from the University of Michigan School of Business.

As of October 26, 2022, Dr. Awad did not beneficially own any shares of the Company’s common stock. The address for Dr. Awad is c/o Unitil Corporation, 6 Liberty Lane West, Hampton, New Hampshire 03842-1720.

As a member of the Board of Directors who is not an officer or employee of the Company or any of its subsidiaries, Dr. Awad is entitled to (i) an annual cash retainer fee of \$65,000 per year, which is paid in quarterly installments, (ii) an annual equity retainer fee of \$80,000 per year, which is payable in kind as common stock or restricted stock units and (iii) \$2,000 for each special meeting of the Board of Directors that she attends in person. In addition, each non-chair member of a committee of the Board of Directors will receive an annual cash retainer of \$7,000 per committee per year, which is paid in quarterly installments.

Item 7.01 Regulation FD Disclosure

A copy of the Registrant’s press release issued regarding the matter identified in Item 5.02(d) is included herein as Exhibit 99.1 and incorporated herein by reference

The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Number	Exhibit
99.1	Press Release dated October 26, 2022 regarding election of director.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Robert B. Hevert

Robert B. Hevert

Senior Vice President, Chief Financial Officer and Treasurer

Date: November 1, 2022

FOR RELEASE**Unitil Elects a New Member of the Board of Directors**

HAMPTON, NH, October 26, 2022: Unitil Corporation (NYSE:UTL) (www.unitil.com) today announced that its Board of Directors has elected Neveen F. Awad, Ph.D. to the Board. The addition of a new director is part of the Board's normal succession planning process in anticipation of the upcoming retirements of directors reaching the mandatory retirement age of 75. Dr. Awad will stand for election to the Board by the shareholders of the Company at the next annual meeting of shareholders, which will be held in April 2023.

Dr. Awad is a partner and managing director of the Boston Consulting Group ("BCG"), a global management consulting firm. She leads the Detroit office, and also is the global leader of BCG's Technology Platform offering. Prior to BCG, Dr. Awad was an assistant professor at Wayne State University School of Business, a public research university in Detroit, Michigan. Dr. Awad earned a Bachelor of Science in Computer Science from Yale University, and a Ph.D. from the University of Michigan School of Business.

"We are delighted that Dr. Neveen Awad will be joining the Unitil Board," said Thomas P. Meissner, Jr., Unitil's chairman, chief executive officer and president. "Neeven is a proven leader with an exceptional background in digital and technology driven transformations, and brings skills in a number of important areas, including strategic planning and workforce diversity development, that will enhance and preserve the Board's existing strong skill set."

About Unitil Corporation

Unitil Corporation provides energy for life by safely and reliably delivering natural gas and electricity in New England. We are committed to the communities we serve and to developing people, business practices, and technologies that lead to the delivery of dependable, more efficient energy. Unitil Corporation is a public utility holding company with operations in Maine, New Hampshire and Massachusetts. Together, Unitil's operating utilities serve approximately 107,700 electric customers and 86,600 natural gas customers. For more information about our people, technologies, and community involvement please visit www.unitil.com.

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