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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Aqua America, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



Aqua America, Inc.
762 W. Lancaster Avenue
Bryn Mawr, PA 19010

www.aquaamerica.com

April 24, 2014

Dear Fellow Shareholder:

You recently received proxy materials in connection with the annual meeting of shareholders of Aqua America, Inc. (the "Company"). According to our latest records, your **PROXY VOTE** for this meeting **HAS NOT YET BEEN RECEIVED**.

Please Vote Today.

Your Board of Directors recommends that you vote

- **"FOR"** each of the director nominees to the Board of Directors;
- **"FOR"** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014;
- **"FOR"** the approval of the Company's executive compensation programs;
- **"FOR"** the approval of the Amended Aqua America, Inc. 2009 Omnibus Compensation Plan;
- **"AGAINST"** the shareholder proposal requesting that the Board of Directors create a comprehensive policy articulating the Company's respect for and commitment to the human right to water;
- **"AGAINST"** the shareholder proposal requesting that the Board of Directors create a policy in which the Board's Chairman is an independent director who has not previously served as an executive officer of the company.

Due to a change in New York Stock Exchange rules, stockbrokers, banks and other nominees who hold shares for you are no longer allowed to vote your shares on any of the proposals described above other than the ratification of the appointment of the independent auditors unless they have received your specific voting instructions. Regardless of the number of shares you own, it is important that you vote so that your shares are represented at the Annual Meeting.

Your vote is important to us and we need your support.

Electronic voting is available for you. The voting process is quick, easy and free.

- **VOTE VIA THE INTERNET:** You may cast your vote by logging into the Internet address located on the enclosed proxy form and following the instructions on the website.
- **VOTE BY TOUCHTONE PHONE:** You may cast your vote by calling the toll-free number on the enclosed proxy form. Please follow the instructions on your proxy form to cast your vote.
- **VOTE BY MAIL:** You may also cast your vote by mail. Simply sign, date and mail the enclosed proxy form in the postage-prepaid return envelope provided.

Even if you plan to attend the meeting, please vote your shares now so that your vote can be counted without delay. Thank you in advance for your support and for acting promptly.

On behalf of your Board of Directors,

A handwritten signature in cursive script, appearing to read "Nick DeBenedictis".

Nicholas DeBenedictis

Chairman and President

AQUA AMERICA, INC. ANNUAL MEETING TO BE HELD ON 05/07/14 AT 09:30 A.M. EDT
 FOR HOLDERS AS OF 03/18/14 * ISSUER INFORMATION COPY - INFO ONLY *
 14 1-0001 THIS FORM IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. PLEASE DO NOT USE IT FOR VOTING PURPOSES.
 83836W103

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON 05/07/14 FOR AQUA AMERICA, INC. THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM * PROXY STATEMENT * ANNUAL REPORT ** 1 **

DIRECTORS RECOMMEND: A VOTE FOR ELECTION OF THE FOLLOWING NOMINEES 8110100
 1. * 01-NICHOLAS BERNEDICTIS,02-MICHAEL L. BROWN,03-RICHARD H. GLANTON,
 04-ION R. GREENBERG,05-WILLIAM P. HANYKOWSKY,06-MENDALL F. HOLLAND,
 07-CLLEN T. RUFF,08-ANDREW J. SORDONI III

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 FOR ALL NOMINEES
 WITHHOLD ALL NOMINEES
 WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE. WRITE NUMBER(S) OF NOMINEE(S) BELOW

USE NUMBER ONLY _____

2. * TO CONSIDER AND TAKE ACTION ON THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2014 FISCAL YEAR. FOR 0019290 2

FOR AGN ABS

3. * TO CONSIDER AND TAKE AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. FOR 0029448 3
 4. * TO CONSIDER AND TAKE ACTION ON THE APPROVAL OF THE AMENDED AQUA AMERICA, INC. 2014 OMNIBUS COMPENSATION PLAN. FOR 0029102 4

FOR AGN ABS

 FOR AGN ABS

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PLACE "X" HERE IF YOU PLAN TO ATTEND AND VOTE YOUR SHARES AT THE MEETING

5. * TO CONSIDER AND TAKE ACTION ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS CREATE A COMPREHENSIVE POLICY ARTICULATING THE COMPANY'S RESPECT FOR AND COMMITMENT TO THE HUMAN RIGHT TO WATER, IF PROPERLY PRESENTED AT THE MEETING. AGN 0063234 5

FOR AGN ABS



6. * TO CONSIDER AND TAKE ACTION ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS CREATE A POLICY IN WHICH THE BOARD'S CHAIRMAN IS AN INDEPENDENT DIRECTOR WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF THE COMPANY, IF PROPERLY PRESENTED AT THE MEETING. AGN 0066401 6

FOR AGN ABS

11 MERCEDES WAY
 EDENROD NY 11717

NOTE SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

AQUA AMERICA, INC.
 ATTN: BRIAN DINGERDISSEN
 762 WEST LANCASTER AVENUE
 BRYN MAWR, PA 19010

X
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