

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 Soliciting Material Under Rule 14a-12

Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

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 17, 2013

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 2013;
- **"FOR"** the approval of the Company's executive compensation programs;
- **"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.

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,

Nicholas DeBenedictis
Chairman and President

AQUA AMERICA, INC. ANNUAL MEETING TO BE HELD ON 05/08/13 AT 08:30 A.M. EDT
 FOR HOLDERS AS OF 05/11/13 * ISSUER CONFIRMATION COPY - INFO ONLY *

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THIS FORM IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. PLEASE DO NOT USE IT FOR VOTING PURPOSES.

03836W103

DIRECTORS RECOMMEND: A VOTE FOR ELECTION OF THE FOLLOWING NOMINEES 0010100

- 1. - 01-NICK DEBENEDICTIS,02-RICHARD CLANTON,03-LON GREENBERG,
 04-WILLIAM HANKOWSKY,05-WENDELL HOLLAND,06-ANDREW SORDONI III

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON 05/08/13 FOR AQUA AMERICA, INC.
 THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM ** | **
 - PROXY STATEMENT - ANNUAL REPORT

2 -I -S

FOR ALL NOMINEES

WITHHOLD ALL NOMINEES

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

USE NUMBER ONLY _____

FOR AGN ABS

- 2. - TO CONSIDER AND TAKE ACTION ON THE RATIFICATION OF THE ----->>> FOR --->>> 2
 APPOINTMENT OF PRICENATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2013 FISCAL YEAR. 0010200

FOR AGN ABS

- 3. - TO CONSIDER AND TAKE ACTION ON AN ADVISORY VOTE ON THE COMPANY'S --->>> FOR --->>> 3
 EXECUTIVE COMPENSATION PROGRAMS AS DISCLOSED IN THE PROXY STATEMENT. 0029440

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "AGAINST" THE FOLLOWING PROPOSAL.

03836W103

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

FOR AGN ABS

- 4. - TO CONSIDER AND TAKE ACTION ON A SHAREHOLDER PROPOSAL REQUESTING --->>> AGN --->>> 4
 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. 0061214



91 MERCEDES WAY
 EDGEWOOD NY 11717

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

MATERIALS ELECTION

As of July 1, 2007, SEC rules permit companies to send you a Notice indicating that their proxy materials are available on the Internet and how you can request a mailed copy. Check the box to the right if you want to receive future proxy materials by mail at no cost to you. Even if you do not check the box, you will still have the right to request a free set of proxy materials upon receipt of a Notice.

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