UNITED STATES SECURITIES AND EXCHANGE COMMISSION **WASHINGTON, DC 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): January 11, 2021

Essential Utilities, Inc.
(Exact Name of Registrant Specified in Charter)

	(Exact Name of Registrant Speci	ned in Charter)
Pennsylvania	001-06659	23-1702594
(State or Other Jurisdiction of	(Commission File Nur	mber) (I.R.S. Employer Identification No.)
Incorporation)		
7/2 West Lawrenter Assess	-	
762 West Lancaster Avenue Bryn Mawr, Pennsylvania		19010-3489
(Address of Principal Executive Offices)		(Zip Code)
•	trant's telephone number, including a	
(Former Name or Former Address, if Changed Since Last Report)		
Check the appropriate box below if the Form 8-K following provisions: Written communications pursuant to Rule 425 Soliciting material pursuant to Rule 14a-12 ur Pre-commencement communications pursuant Pre-commencement communications pursuant	under the Securities Act (17 CFR 23) der the Exchange Act (17 CFR 240. t to Rule 14d-2(b) under the Exchange	14a-12) ge Act (17 CFR 240.14d-2(b))
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$.50 par value	WTRG	New York Stock Exchange
6.00% Tangible Equity Units	WTRU	New York Stock Exchange
chapter) or Rule 12b-2 of the Securities Exchange Emerging growth company □	Act of 1934 (§240.12b-2 of this cha	ot to use the extended transition period for complying with any new

Item 7.01 Regulation FD Disclosure.

On January 11, 2021, Essential Utilities, Inc. (the "Company") is providing guidance via telephone and webcast. As disclosed in its press release, dated December 7, 2020, the presentation and question session will begin at 11:00 a.m. on January 11, 2021. President and Chief Executive Officer Chris Franklin and other members of the Company's senior leadership team will present on the Company's current operations, financial outlook, capital investment, future growth strategy, and the Company's ESG objectives. The presentation to be used is attached as an exhibit to this Form 8-K.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

99.1 <u>Corporate Presentation, January 2021</u>

104 Cover Page Interactive Data File (formatted in inline XBRL)

SIGNATURE

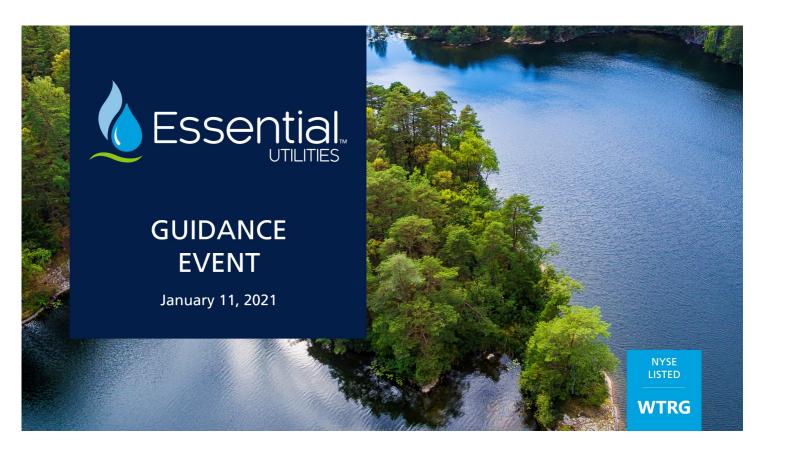
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ESSENTIAL UTILITIES, INC.

By: /s/ Christopher P. Luning

Christopher P. Luning
Executive Vice President, General Counsel and Secretary

Dated: January 11, 2021





Forward Looking Statement

This presentation contains in addition to historical information, forward looking statements based on assumptions made by management regarding future circumstances over which the company may have little or no control, that involve risks, uncertainties and other factors that may cause actual results to be materially different from any future results expressed or implied by such forward-looking statements. These factors include, among others, the following: general economic and business conditions; weather conditions affecting customers' usage or the company's cost of operations; costs arising from changes in regulations; regulatory treatment of rate increase requests; availability and cost of capital; the success of growth initiatives, including pending acquisitions; the ability to generate earnings from capital investment; and other factors discussed in our Form 10-K, which is on file with the SEC. We undertake no obligation to publicly update or revise any forward-looking statement.

Non-GAAP Reconciliation

For reconciliation of non-GAAP financial measures, see the Investor Relations section of the company's Web site at www.essential.co



Agenda

Review of 2020 Objectives

2021 Priorities

ESG Commitments

Financial Guidance

Acquisition Program Update

Summary

0&A







Our 2020 Objectives Executed

Integration



Growth



- Closed \$63M in municipal deals and signed another \$90M in municipal deals
- Completed financing for acquisitions and capital investment of over \$1.3B debt and \$300M equity and refinancing

Operational Excellence



- Expect to meet top end of stated earnings guidance range
- Executed approximately \$1B capital investment program
- Implemented companywide PFAS strategy
- Completed safety review (Gas)



Customer Focus Drives Strong Performance







Essential is a Good Neighbor

The Essential Foundation

Essential has a charitable foundation with a focus on enriching the lives of those who live and work in the communities we serve. Essential has formed important partnerships with community-based nonprofit organizations throughout our company footprint.



Focuses on reforesting stream corridors and other areas where the trees will help improve water quality.



Employee Volunteerism

As a mission-based organization, volunteerism allows us to expand corporate social responsibility activities by enabling employees to attend company-sponsored volunteer events at local community organizations.



Leveraging Renewable Energy to Benefit Customers

Solar power usage at certain plants will generate a \$4 million savings, directly benefiting our customers' utilities rates.





2021 Priorities

Integration



Growth



- Announce at least 20,000 EDU's from Municipal Acquisitions
- Sign municipal deals of at least \$100M in rate base

Operational Excellence



- Continue to keep employees safe and the company strong through the pandemic
- Execute a \$1B capital program
- Continue progress on ESG program
- File Aqua Rate Cases in multiple



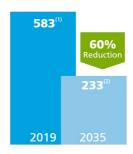
Emissions Reduction Commitment

By 2035, Essential Utilities will reduce its annual Scope 1 and 2 emissions by 60% from its 2019 baseline

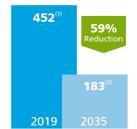
- Goal applies to all our operations, including gas, water and wastewater
- Represents planned and ongoing initiatives that utilize existing technology
- Our commitment is consistent with the rate of reduction necessary over the next 15 years to keep on track with the Paris Agreement's goal to limit global warming to below 2 degrees Celsius

Charting a Course for Aggressive Emissions Reduction (MT CO2e in 000s)

Essential



■ Gas Distribution



■ Water & Wastewater





(1) Baseline Scope 1+2 Emissions (metric tons of CO2e) (2) Targeted Scope 1+2 Emissions (metric tons of CO2e

Elements of Our Emissions Reduction Plan

GAS DISTRIBUTION



- Ongoing long term infrastructure improvement plan to replace 3,000 miles of leak-prone pipe over 20 years
- Gathering system repair and replacement program
- Accelerated leak detection and repair
- Fugitive gas reinjection during construction
- Transitioning to CNG fleet vehicles



WATER AND WASTEWATER



- 2022 commitment to source 100% renewable electricity for IL, NJ, OH, and PA operations
- Increasing share of renewable energy in other states in our footprint
- Share of renewable energy will grow from 5% to 60% over next two years
- Reducing energy intensity at our plants





A Premier Provider of Natural Gas

Natural Gas Benefits to Our Customers

- Significant savings for consumers by using natural gas compared to electricity.
- Abundant supply to meet demands for more than 110 years.
- Safe and reliable service with continued investments each year.



Essential is the Right Partner for Our Customers

- Replacing pipeline to protect and service our clients
- 2,700 miles of bare steel and cast iron pipe yet to be replaced under LTIIP in PA alone.
- Under new 2020 accelerated pipe replacement plan, approximately 189 miles per year will be replaced.
- Ample opportunity to deploy capital to improve aging infrastructure and earn timely recovery.



Diversity and Inclusion - Central to Who We Are



ENHANCED METRICS

Supplier Diversity

Multiyear plan to increase diverse supplier spend to

15%

Employee Diversity

Multiyear plan to achieve

17%

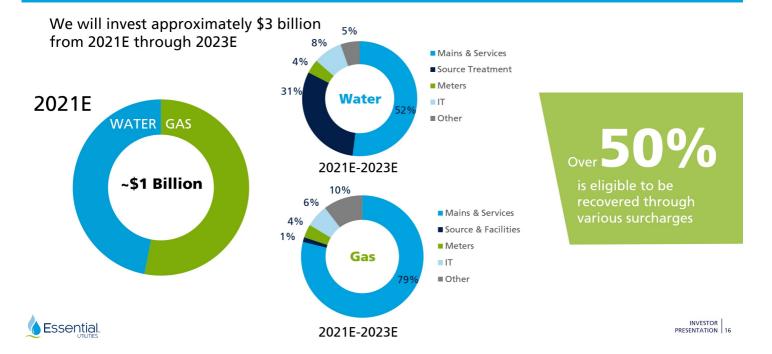
employees of color





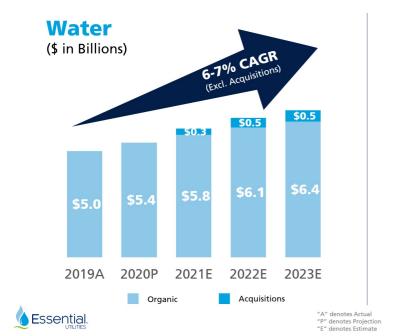


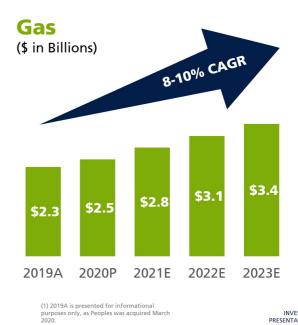
Major Investments Continue to Drive Customer



Robust Infrastructure Spending Profile Undeniable expertise and track Responsibility to quickly and record in significantly improving the environmental profile of significantly reduce emissions systems we acquire Miles Pipe Rehab/Replaced Replacing approximately miles of pipeline over the next 3 years 2020P 2021E 2023E Gas Water INVESTOR PRESENTATION 17 Essential "P" denotes Projectio "E" denotes Estimate

Maximizing Rate Base Growth Potential





Strong Balance Sheet: Central to our Strategy







Debt/Total
Capitalization
50 - 55%

FFO/Net Debt
12 - 14%

Dividend
Payout Ratio
60 - 65%

Select Credit Metrics

In order to maintain our credit metrics and achieve our investment and acquisition goals, we will regularly be in the market for debt and equity.



 Peer ratings include LNT, AWR, AWK, ATO, AVA, BKH, CWT, NJR, NI, NWI OGE, OGS, SJI, SWX, and SR; not all peers have ratings from both agencies

Earnings Guidance

*Adjusted income per share **Adjusted proforma income per share





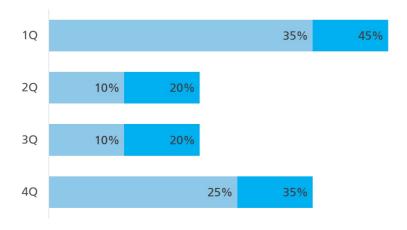


2019 - 2023 Earnings Per Share



Earnings Weighted to 1Q, 4Q

Approximate Net Income By Quarter



Based on proforma projections, 65-75% of net income is earned in 1Q and 4Q



Acquisition Program Update Chris Facultis

INVESTOR PRESENTATION 22

Chris Franklin

Chairman, Chief Executive Officer, and President



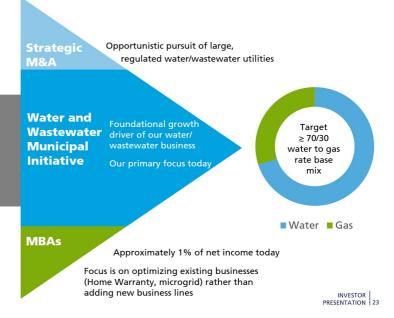
Strategy for Continued Growth

CORE COMPETENCIES





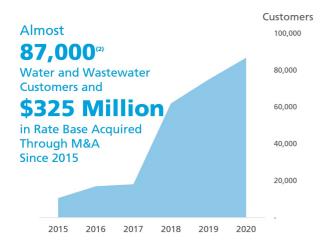






Continued Successful Municipal Acquisition Program in 2020

Cumulative Additions of Customers Through Acquisitions



2020 Closed Municipal Acquisitions (\$000s)

Campbell



- Water
- 3,100 customers
- \$7,535 rate base

Rockwell Utilities(1)



- Water/Wastewater
- 721 / 721⁽²⁾ customers
- \$5,150 rate base

East Norriton



- Wastewater
- 4,966 customers
- \$20,750 rate base

New Garden



- Wastewater
- 2,643⁽³⁾ customers
- \$29,500 rate base

12,151⁽²⁾ **Total Customers**

\$62.9M **Total Rate Base**



- (1) Rockwell Utilities is a privately owned utility that added approximately 256 water connections and 256 wastewater connections (2) Essential's estimate of the number of equivalent dwelling units.

 3) New Garden added approximately 2,000 wastewater connections.



Pending Transactions

~\$420.5M of rate base with signed APAs is expected to generate ~\$21M of incremental annual earnings potential(1)



Commons Water(2)

- 980 customers
- \$4M purchase price



DELCORA

- Wastewater
- 198,000 customers(3)
- \$276.5M purchase price



Lower Makefield

- Wastewater
- 11,000 customers
- \$53M purchase price

224,605⁽³⁾

Total Customers

\$420.5M



Bourbonnais

- Wastewater
- 6,450 customers
- \$32.1M purchase price



East Whiteland

- Wastewater
- 8,175 customers(3)
- \$54.9M purchase price



- (1) This is an illustrative earnings assumption based on an assumed 50% debt / 50% equity capital structure and a hypothetical 10% allowed return on equity. (2) Commons Water is a privately owned utility.
 (3) Essential's estimate of the number of equivalent dwelling units.

DELCORA Key Milestones

Status Update

- On December 28, 2020, the Delaware County Court of Common Pleas issued an order supporting the pending acquisition with DELCORA by rejecting the county's attempt to block the sale.
 - Ruled the asset purchase agreement is "fully binding and enforceable"
 - Also ruled that the funds to offset DELCORA customer bills is legal
- The ruling supports the anticipated closing timeline for the transaction as we await the ALJ's recommended decision and the PLIC decision

Purchase Price **\$276.5M**

Aqua's Est. CapEx (through 2028)

h 2028) (202

~\$700M

Revenues (2020P) \$73M



9/17/2019 Announced Acquisition of DELCORA 3/3/2020 Filed Application with PA PUC 8/10/2020 Forward Equity Offering (Financial) 1/20/2021 Anticipated PA ALJ's Recommended Decision 3/11/2021 PA PUC Public Meeting Q2 2021 Anticipated Closing on Acquisition of DELCORA

Municipal M&A Strategy





Active Municipal Opportunities



We are actively pursuing acquisition opportunities in most of our states, totaling approximately 340,000 customers. While we do not expect to close all of these opportunities, this illustrates the number of municipals we are evaluating and the increasing opportunity size. Of these potential pipeline opportunities, a majority are wastewater

340,000

Total Customers



Guidance

Earnings

- Income per diluted common share of \$1.64 to \$1.69 for 2021
- 3-year earnings per share growth CAGR of 5 to 7% for 2020 through 2023

Capex

- Regulated water segment infrastructure investments of approximately \$550 million in 2021
- Regulated natural gas segment infrastructure investments of approximately \$450 million in 2021
- Infrastructure investmen of approximately \$3.0 billion through 2023 to rehabilitate and strengthen water, wastewater and natural gas systems

Rate Base (1)

- Regulated rate base compound annual growth rate of 6 to 7% per year through 2023 in water

Customer Growth

- · Average annual regulated water customer (or equivalent dwelling units) growth of 2 to 3% from acquisitions and organic customer growth
- Gas customer count stable for 2021

ESG

- Multiyear plan to increase diverse supplier spend to 15%
- Multiyear plan to achieve 17% employees of color



(1) Represents rate base growth excluding acquisitions.

Essential Value Proposition

- Long-term growth plan with predictable earnings and dividend growth
- Regulatory collaboration drives strong investment pipeline

Well positioned to leverage expertise and continue to grow opportunistically

- Proven acquirers with ample opportunity for future consolidations
- Strong ESG practices with targeted emissions reduction goals



Questions?







For more information contact:



Brian Dingerdissen

Vice President, Chief of Staff, Investor Relations and Communications

(610) 645-1191 BJD inger dissen@Essential.co



Renee Marquis

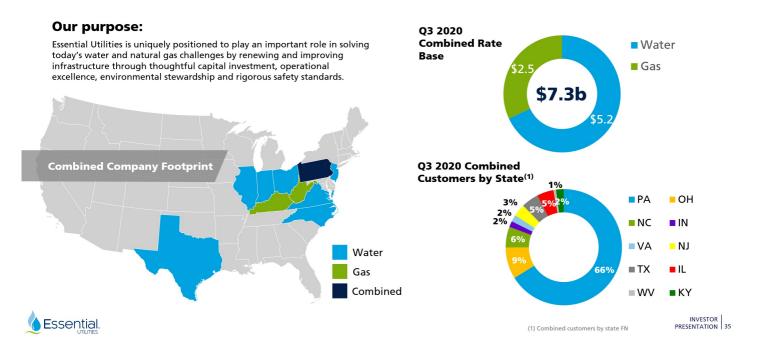
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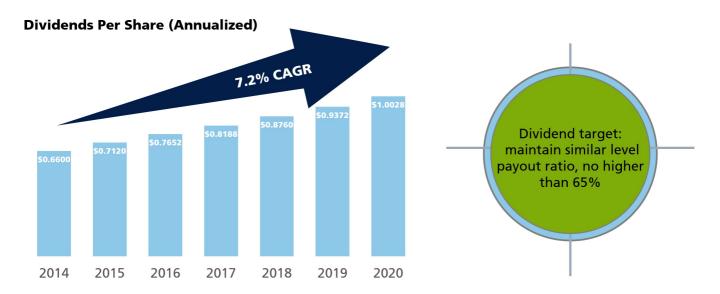


Appendix FESSENTIAL FESSENTI

Essential: Proven, thoughtful stewards of natural resources



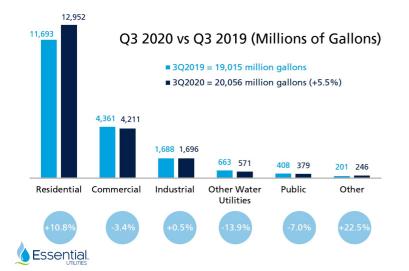
Dividend Growth Targeted In Line with EPS





2020 Usage Trends Table

Due to COVID-19 and favorable weather, we have seen residential usage increase by almost 11% in the third quarter when compared to the same time last year, while commercial usage has decreased by just 3%

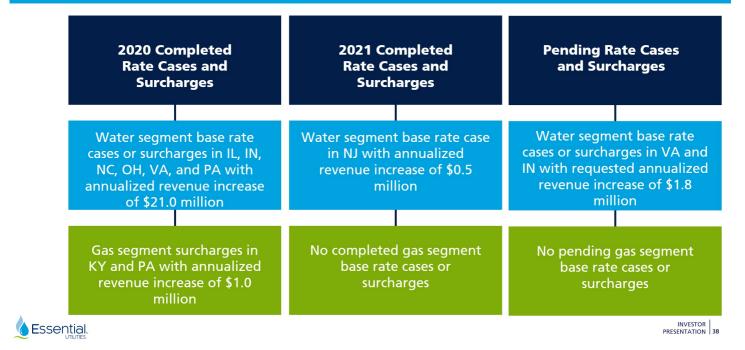


State	Moratorium Lift
Pennsylvania	11/9/2020
New Jersey	3/15/2021
Ohio	9/1/2020
Illinois	8/26/2020
Indiana	8/17/2020
Texas	6/13/2020
Virginia	10/5/2020(1)
North Carolina	9/1/2020(2)
Kentucky	10/20/2020
West Virginia	7/1/2020

⁽¹⁾ Potential to be extended based on Governor's request (2) Shut-offs commenced on 10/12/2020

Rate Activity

As of 01/10/2021



2020 Rates and Surcharges Completed As of 01/10/2021

State	Docket Number	Segment	Туре	Awarded Annualized Revenue Increase (\$thousands)
Illinois	N/A	Water	Surcharge	\$2,902
	N/A	Wastewater	Surcharge	\$369
	20-0309	Water	Surcharge	\$840
	20-0309	Wastewater	Surcharge	\$125
Virginia	PUR-2019-00209	Water	Surcharge	\$132
	PUR-2019-00209	Wastewater	Surcharge	\$141
North Carolina	W-218, Sub 497A	Water	Surcharge	\$571
	W-218, Sub 497A	Wastewater	Surcharge	\$134
	W-218, Sub 526	Water	Rate Case	\$2,645
	W-218, Sub 526	Wastewater	Rate Case	\$781
Ohio	89-7028-WW-TRF	Water	Rate Case	\$995
	20-0532-WW-SIC	Water	Surcharge	\$2,168
Indiana	45314 U	Water	Rate Case	\$48
	45308 U	Wastewater	Rate Case	\$11
Pennsylvania	M-2020-3020466	Water	Surcharge	\$5,598
	M-2020-3020493	Wastewater	Surcharge	\$265
	M-2020-3022036	Water	Surcharge	\$3,212
	M-2020-3022080	Wastewater	Surcharge	\$27
Kentucky	2020-00059	Gas	Surcharge	\$632
Pennsylvania	N/A	Gas	Surcharge	\$345
New Jersey	N/WR20010056	Wastewater	Rate Case	\$500*
*The effect	ive date of the New Jersey wastewater bas	e rate case was 1/1/2021	Tota	\$22,441



Rates and Surcharges Pending

As of 01/10/2021

State	Docket Number	Segment	Туре	Requested Annualized Revenue Increase (\$thousands)
Virginia	PUR-2020-00106	Water	Rate Case	\$1,476
	PUR-2020-00106	Wastewater	Rate Case	\$257
Indiana	45416-U	Water	Rate Case	\$33
			Total	\$1,766



Constructive Regulation Enables Investment for Customers

WATER













Mechanism

Allowed Surcharge

DSIC
7.5% W
5% \/\/\/



ے	
12.7!	
9%	W
3 /0	•



QIPS
2.5% avg. annual increase



GAS





Mechanism

Allowed Surcharges

DSIC	PRP
5%	No Cap

DSIC refers to "Distribution System Improvement Charge"

SIC refers to "System Improvement Charge"

QIPS refers to "Qualifying Infrastructure Plant Surcharge"

WSSIC refers to "Water and Sewer System Improvement Charge"

PRP refers to natural gas "Pipeline replacement Program"



Tax Repair Considerations

IRS tax repair regulations allow repair costs that were previously capitalized to be expensed for tax purposes. We plan to elect tax repair for Peoples' largest Pennsylvania subsidiary, Peoples Natural Gas, shortly after close.

Legislative History

- · Gas pipelines are considered network assets
- Unit of property for networks assets based on taxpayers facts and circumstances - e.g., pressure zones between regulator stations
- Methodology typically projects that replace less than a certain percentage of a unit of property are considered eligible repairs
- Ineligible if there is a "betterment" (e.g., increased capacity providing for growth, correcting a material condition or defect
- Commission action required to determine allocation of "catch-up" deduction benefit

Gas Network Assets

- IRS issued tangible property regulations which became effective for tax years beginning January 1, 2014. Taxpayers were allowed to early adopt under proposed regulations.
- Adoption of the tangible property regulations allowed companies greater deductions and increased cash flows
- Election of tax repair requires a company to reset its tax position as if the company had always filed that way. This results in a "catch-uo" deduction
- PA PUC allows flow through tax accounting treatment that allows for the lower tax expense to flow through the P&L when incurred

Well-Positioned in Fair Market Value States

Essential has a history of successful collaboration with legislatures and regulators to implement constructive regulatory mechanisms and introduce Fair Market Value ("FMV") legislation. FMV is enacted in all of our 8 water/wastewater states

Year FMV Enacted

2013 Illinois

2015 New Jersey, Indiana

Pennsylvania

Enacted FMV

Essential State



2018 North Carolina, Ohio

2019 Texas

The Truth About Natural Gas

Affordability

- 179 million Americans use natural gas in their homes
- Households that use natural gas for heating, cooking and clothes drying save an average of \$879 per year compared to homes using electricity for those applications
- The affordability of natural gas has led to \$121 billion in savings for American businesses since 2009
- Average real price commercial customers paid for natural gas in 2016 dropped to the lowest level since the 1970s
- Compared to propane, fuel oil and electricity, natural gas is affordable and has stable prices projected for decades

Local Abundant Supply

- One new customer every minute, natural gas utilities nationwide have added nearly 613,000 customers each year while keeping consumption stable due to energy efficiency improvements
- The U.S. produces more natural gas than any nation in the world, with enough supply to meet our energy needs for more than 110 years
- More homes and business in the United States use natural gas today than ever before and the numbers continue to
- 3,374 Tcf of gas resources in the U.S., with almost 40% in the Atlantic area
- In less than 2 decades, the amount of natural gas being exported has increased by more than 22 times and surpassed the amount being imported

Safe & Reliable Services

- 2.6 million miles of underground natural gas pipelines across America including 2.2 million miles of local utility distribution pipeline and 300,000 miles of transmission pipelines
- Since 1990 56% decrease in unprotected steel pipelines, 61% decrease in cast iron pipeline and 215% increase in modern plastic pipelines
- 42 states have rate mechanisms that foster accelerated replacement of pipelines
- America's natural gas utilities invest \$86.6 million every day on enhancing the safety of distribution and transmission systems and add an average of 53 miles of distribution pipeline every day to connect new customers and upgrade existing infrastructure



To see the sources of these facts, go to AGA.org/Playbook

Natural Gas - A Solution to Emissions Reduction

Projected Natural Gas Production

Energy production (AEO2020 Reference case)
quadrillion BTUs

2019
History | Projections

Dry natural gas

Crude oil and lease condensate

Other renewable energy

Coal
Natural gas plant liquids
Nuclear
Hydro

 Natural gas systems have added 12.4 million residential customers over 20 years, but consumption has remained stable due to energy efficiencies

2030

2040

2050

 Today, natural gas meets more than 30% of the United States energy needs

Projected Natural Gas Consumption

Natural gas consumption by sector (AEO2020 Reference case)

Trillion Cubic Feet / Billion Cubic Feet Per Day

2019

History Projections

Industrial
Liquefaction
Lease and plant
Other

Electric power

Residential
Commercial
Transportation

2000 2010 2020 2030 2040 2050

- Residential natural gas accounts for only 4% of the total U.S. greenhouse gas emissions
- Emissions from natural gas distribution systems have declined 73%
- Increased use of natural gas in the single largest factor in power sector emissions reduction reaching 25-years lows



1990

2000

2010

2020

(1) These forecasts are from the U.S. Energy Information Administration's (EIA) 2020 Annual Energy Outlook, released in January. They represent EIA's moderate base case, referred to as AEO2020 Reference. Note: To see the sources of these facts, go to AGA.org/Playbook

Strong ESG Program Continues to Deliver

7XWATER QUALITY



- In 2019, we outperformed the national average on drinking water quality by a factor of seven times⁽¹⁾
- We continue to reach new highs in wastewater system compliance

PFASIN WATER



- Essential made an ambitious pledge to address the important issue of PFAS in drinking water
- A company wide standard of 13 ppt, well below the EPA's non-enforceable health advisory level of 70 ppt, will allow Essential to address identified contaminant uniformly across its footprint

SAFETY & DIVERSITY AWARDS



- In 2019, our gas business was awarded the Industry Leader Accident Prevention Award from the American Gas Association
- 2019 also featured one of Aqua's strongest years of safety performance
- Recognized by 2020 Women on Boards and received the Forum of Executive Women's Advancing Women Company Award





(1) Measured as the percentage of community water systems with health-based (Tier 1 and Tier 2) violations

Enhanced Reporting Underscores ESG Commitment



Investor and Stakeholder Reporting Utilize Multiple ESG Reporting Frameworks









