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

**FORM S-8
REGISTRATION STATEMENT**
under
THE SECURITIES ACT OF 1933

UNITIL CORPORATION
(Exact name of registrant as specified in its charter)

New Hampshire
(State or other jurisdiction of
incorporation or organization)

02-0381573
(I.R.S. Employer
Identification Number)

6 Liberty Lane West, Hampton, New Hampshire 03842-1720
(Address of principal executive offices, including zip code)

**UNITIL CORPORATION
THIRD AMENDED AND RESTATED
2003 STOCK PLAN**
(Full title of plan)

Daniel J. Hurstak
Senior Vice President, Chief Financial Officer and Treasurer
UNITIL CORPORATION
6 Liberty Lane West
Hampton, New Hampshire 03842-1720
(Name and address of agent for service)

(603) 772-0775
(Telephone number, including area code, of agent for service)

Copies to:

Sandra L. Whitney
Corporate Secretary
UNITIL CORPORATION
6 Liberty Lane West
Hampton, New Hampshire 03842-1720
(603) 772-0775

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Unitil Corporation, a New Hampshire corporation, is filing this Registration Statement on Form S-8 for the purpose of registering 350,000 shares of its common stock, no par value per share, issuable to eligible persons under the Unitil Corporation Third Amended and Restated 2003 Stock Plan (as amended and restated, the “2003 Plan”).

PART I - INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). The document(s) containing the information specified in Part I will be sent or given to participants in the 2003 Plan as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in the registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We incorporate by reference in this registration statement the following documents, which have been filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than any information we furnish, rather than file, with the Commission pursuant to certain items of Form 10-K, Form 10-Q, or Form 8-K:

- Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed on February 13, 2024 (SEC File No. 001-08858)
- Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2024](#) (filed on May 7, 2024), [June 30, 2024](#) (filed on August 6, 2024) and [September 30, 2024](#) (filed on November 4, 2024) (each, SEC File No. 001-08858)
- Current Reports on Form 8-K filed on [May 1, 2024](#), [May 7, 2024](#), [July 12, 2024](#), [July 19, 2024](#), [August 27, 2024](#), and [November 5, 2024](#) (each, SEC File No. 001-08858); and
- The description of our common stock, no par value, contained in the registration statement on [Form 8-A/A](#), filed on November 3, 2017.

All documents that we subsequently file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than any information we furnish, rather than file, with the Commission pursuant to certain items of Form 10-K, Form 10-Q or Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of the registration statement shall be deemed to be modified or superseded for purposes of the registration statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference or deemed to be part of the registration statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of the registration statement after the most recent effective date may modify or replace existing statements contained in the registration statement. Any such statement so modified shall not be deemed in its unmodified form to constitute a part of the registration statement for purposes of the Securities Act. Any such statement so replaced shall not be deemed to constitute a part of the registration statement for purposes of the Securities Act.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the shares of common stock to be sold under this registration statement will be passed upon for us by Patrick Taylor, our Chief Regulatory Counsel. As of January 20, 2025, Mr. Taylor beneficially owned approximately 2,980 shares of our common stock.

Item 6. Indemnification of Directors and Officers

We are organized under the laws of the State of New Hampshire. The New Hampshire Business Corporation Act (the “NHBCA”) provides that a corporation may indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if: (1) he conducted himself in good faith; and (2) he reasonably believed (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests; and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of the final disposition of the proceeding if (1) the director furnishes the corporation a written affirmation of his good faith belief that he has met the standard of conduct described in the preceding sentence, (2) the director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification. Unless a corporation’s Articles of Incorporation provide otherwise, the corporation may indemnify and advance expenses to an officer, employee or agent of the corporation who is not a director to the same extent as to a director. A corporation may not indemnify a director (x) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or (y) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Unless limited by its Articles of Incorporation, a corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a director or officer of the corporation against reasonable expenses incurred by him in connection with the proceeding. A corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him against the same liability under the NHBCA.

Article XIII of our Fourth Amended and Restated By-Laws provides that we shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the person’s having served as, or by reason of the person’s alleged acts or omissions while serving as, a director, officer, employee or agent of Unitil Corporation, or while serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement or otherwise actually and reasonably incurred by such person in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of Unitil Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, said indemnification to be to the full extent permitted by law under the circumstances, including, without limitation, by all applicable provisions of the NHBCA. Any indemnification under Article XIII shall be made by us with respect to directors or other persons after a determination that the person to be indemnified has met the standards of conduct set forth in the NHBCA, such determination to be made by the Board of Directors, by majority vote of a quorum, or by other persons authorized to make such a determination under the NHBCA.

The right of indemnification arising under Article XIII of our Fourth Amended and Restated By-Laws was adopted for the purpose of inducing persons to serve and to continue to serve Unitil Corporation without concern that their service may expose them to personal financial harm. It is to be broadly construed, applied and implemented in light of that purpose. It is not to be exclusive of any other right to which any such person is entitled under any agreement, vote of the stockholders or the Board of Directors, statute, or as a matter of law, or otherwise, nor is it to be

construed to limit or confine in any respect the power of the Board of Directors to grant indemnity pursuant to any applicable statutes or laws of the State of New Hampshire. The provisions of Article XIII are separable, and, if any provision or portion thereof is for any reason held inapplicable, illegal or ineffective, such holding will not affect any other right of indemnification existing under Article XIII or otherwise. As used in Article XIII, the term “person” includes heirs, executors, administrators or other legal representatives. As used in Article XIII, the terms “director” and “officer” include persons elected or appointed as officers by the Board of Directors, persons elected as directors by the stockholders or by the Board of Directors, and persons who serve by vote or at our request as directors, officers or trustees of another organization in which we have any direct or indirect interest as a shareholder, creditor or otherwise.

Article XIII of our Fourth Amended and Restated By-Laws also allows us to purchase and maintain insurance on behalf of any person who was or is a director, officer or employee of Unitil Corporation or any of its subsidiaries, or who was or is serving at our request as a fiduciary of any employee benefit plan of Unitil Corporation or any subsidiary, against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person’s status as such, whether or not we would have the power to indemnify such person against such liability under the provisions of the NHBCA. The obligation to indemnify and reimburse such person under our Fourth Amended and Restated By-Laws, if applicable, will be reduced by the amount of any such insurance proceeds paid to such person, or the representatives or successors of such person.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description of Exhibit	Reference (1)
3.1 (P)	Articles of Incorporation of Unitil Corporation	Exhibit 3.1 to the Registrant’s Registration Statement on Form S-14 No. 2-93769 dated October 12, 1984.
3.2 (P)	Articles of Amendment to the Articles of Incorporation of Unitil Corporation filed on March 4, 1992	Exhibit 3.2 to Form 10-K for 1991 (SEC File No. 001-08858).
3.3	Articles of Amendment to the Articles of Incorporation of Unitil Corporation filed on September 23, 2008	Exhibit 3.3 to the Registrant’s Registration Statement on Form S-3/A No. 333-152823 dated November 25, 2008.
3.4	Articles of Amendment to the Articles of Incorporation of Unitil Corporation filed on April 27, 2011	Exhibit 4.4 to the Registrant’s Post-Effective Amendment No. 1 to Registration Statement on Form S-3/A No. 333- 168394 dated January 28, 2014.
3.5	Fourth Amended and Restated By-Laws of Unitil Corporation	Exhibit 3.1 to Form 8-K dated April 29, 2020 (SEC File No. 001-08858).
4.1	Unitil Corporation Third Amended and Restated 2003 Stock Plan	Exhibit 10.1 to Form 10-Q for March 31, 2024 (SEC File No. 001-08858)
4.2	Form of Restricted Stock Unit Agreement	Exhibit 4.7 to Form S-8 Registration Statement dated November 9, 2012 (SEC File No. No. 333-184849)

4.3	<u>Form of Restricted Stock Agreement</u>	Exhibit 4.8 to Form S-8 Registration Statement dated November 9, 2012 (SEC File No. 333-184849)
4.4	<u>Form of Restricted Stock Agreement (Time Vesting)</u>	Exhibit 10.1 to Form 8-K dated January 24, 2023 (SEC File No. 001-08858)
4.5	<u>Form of Restricted Stock Agreement (Performance Vesting)</u>	Exhibit 10.2 to Form 8-K dated January 24, 2023 (SEC File No. 001-08858)
4.6	<u>Twelfth Supplemental Indenture of Unitil Energy Systems, Inc., successor to Concord Electric Company, dated as of December 2, 2002, amending and restating the Concord Electric Company Indenture of Mortgage and Deed of Trust dated as of July 15, 1958.</u>	Exhibit 4.1 to Form 10-K for 2002 (SEC File No. 001-08858)
4.7	<u>Fitchburg Note Agreement dated January 15, 1999 for the 7.37% Notes due January 15, 2029.</u>	Exhibit 4.25 to Form 10-K for 1999 (SEC File No. 001-08858)
4.8	<u>Fitchburg Note Agreement dated June 1, 2001 for the 7.98% Notes due June 1, 2031.</u>	Exhibit 4.6 to Form 10-Q for June 30, 2001 (SEC File No. 001-08858)
4.9	Fitchburg Note Agreement dated December 21, 2005 for the 5.90% Notes due December 15, 2030.	(2)
4.10	Thirteenth Supplemental Indenture of Unitil Energy Systems, Inc., dated as of September 26, 2006.	(2)
4.11	<u>Northern Utilities Note Purchase Agreement, dated as of December 3, 2008, for the 6.95% Senior Notes, Series A due December 3, 2018 and the 7.72% Senior Notes, Series B due December 3, 2038.</u>	Exhibit 4.1 to Form 8-K dated December 3, 2008 (SEC File No. 001-08858)
4.12	<u>Fourteenth Supplemental Indenture of Unitil Energy Systems, Inc., dated as of March 2, 2010.</u>	Exhibit 4.4 to Form 8-K dated March 2, 2010 (SEC File No. 001-08858)
4.13	<u>Northern Utilities form of Note Purchase Agreement, dated as of October 15, 2014, for the 4.42% Senior Notes, due October 15, 2044.</u>	Exhibit 4.1 to Form 8-K dated October 15, 2014 (SEC File No. 001-08858)
4.14	<u>Northern Utilities form of Note issued pursuant to the Note Purchase Agreement, dated as of October 15, 2014, for the 4.42% Senior Notes, due October 15, 2044.</u>	Exhibit 4.2 to Form 8-K dated October 15, 2014 (SEC File No. 001-08858)
4.15	<u>Note Purchase Agreement dated August 1, 2016 by and among Unitil Corporation and the several purchasers named therein for the 3.70% Senior Notes, Series 2016, due August 1, 2026.</u>	Exhibit 4.1 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)

4.16	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by Metropolitan Life Insurance Company in the principal amount of \$11,200,000.</u>	Exhibit 4.2 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.17	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by Lincoln Benefit Life Company in the principal amount of \$4,000,000.</u>	Exhibit 4.3 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.18	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by Lincoln Benefit Life Company in the principal amount of \$3,800,000.</u>	Exhibit 4.4 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.19	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by Lincoln Benefit Life Company in the principal amount of \$1,000,000.</u>	Exhibit 4.5 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.20	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by United of Omaha Life Insurance Company in the principal amount of \$5,000,000.</u>	Exhibit 4.6 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.21	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by United of Omaha Life Insurance Company in the principal amount of \$3,000,000.</u>	Exhibit 4.7 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.22	<u>3.70% Senior Note, Series 2016, dated as of August 1, 2016 purchased by Companion Life Insurance Company in the principal amount of \$2,000,000.</u>	Exhibit 4.8 to Form 8-K dated August 1, 2016 (SEC File No. 001-08858)
4.23	<u>Note Purchase Agreement dated July 14, 2017 by and among Northern Utilities, Inc. and the several purchasers named therein for the 3.52% Senior Notes, Series 2017A, due November 1, 2027 and the 4.32% Senior Notes, Series 2017B, due November 1, 2047.</u>	Exhibit 4.1 to Form 8-K dated July 14, 2017 (SEC File No. 001-08858)
4.24	<u>Note Purchase Agreement dated July 14, 2017 by and among Fitchburg Gas and Electric Light Company and the several purchasers named therein for the 3.52% Senior Notes, Series 2017A, due November 1, 2027 and the 4.32% Senior Notes, Series 2017B, due November 1, 2047.</u>	Exhibit 4.2 to Form 8-K dated July 14, 2017 (SEC File No. 001-08858)
4.25	<u>Note Purchase Agreement dated July 14, 2017 by and among Granite State Gas Transmission, Inc. and the several purchasers named therein for the 3.72% Senior Notes, Series 2017A, due November 1, 2027.</u>	Exhibit 4.3 to Form 8-K dated July 14, 2017 (SEC File No. 001-08858)

4.26 (3)	<u>3.52% Senior Note, Series 2017A, due November 1, 2027, issued by Northern Utilities, Inc. to Great-West Life & Annuity Insurance Company.</u>	Exhibit 4.2 to Form 8-K dated November 1, 2017 (SEC File No. 001-08858)
4.27 (3)	<u>4.32% Senior Note, Series 2017B, due November 1, 2047, issued by Northern Utilities, Inc. to The Canada Life Insurance Company of Canada.</u>	Exhibit 4.3 to Form 8-K dated November 1, 2017 (SEC File No. 001-08858)
4.28 (3)	<u>3.52% Senior Note, Series 2017A, due November 1, 2027, issued by Fitchburg Gas and Electric Light Company to Great-West Life & Annuity Insurance Company.</u>	Exhibit 4.5 to Form 8-K dated November 1, 2017 (SEC File No. 001-08858)
4.29 (3)	<u>4.32% Senior Note, Series 2017B, due November 1, 2047, issued by Fitchburg Gas and Electric Light Company to The Great-West Life Assurance Company.</u>	Exhibit 4.6 to Form 8-K dated November 1, 2017 (SEC File No. 001-08858)
4.30 (3)	<u>3.72% Senior Note, Series 2017A, due November 1, 2027, issued by Granite State Gas Transmission, Inc. to Thrivent Financial for Lutherans.</u>	Exhibit 4.8 to Form 8-K dated November 1, 2017 (SEC File No. 001-08858)
4.31	<u>Bond Purchase Agreement dated November 30, 2018 by and among Unutil Energy Systems, Inc. and the several purchasers named therein for the \$30,000,000 aggregate principal amount of first mortgage bonds, Series Q, due November 30, 2048.</u>	Exhibit 4.1 to Form 8-K dated November 30, 2018 (SEC File No. 001-08858)
4.32	<u>Fifteenth Supplemental Indenture dated November 29, 2018 by and between Unutil Energy Systems, Inc. and U.S. Bank National Association (as trustee).</u>	Exhibit 4.2 to Form 8-K dated November 30, 2018 (SEC File No. 001-08858)
4.33 (3)	<u>First Mortgage Bond, Series Q, 4.18%, due November 30, 2048, issued by Unutil Energy Systems, Inc. to United of Omaha Life Insurance Company.</u>	Exhibit 4.3 to Form 8-K dated November 30, 2018 (SEC File No. 001-08858)
4.34	<u>Note Purchase Agreement dated September 12, 2019 by and among Northern Utilities, Inc. and the several purchasers named therein.</u>	Exhibit 4.1 to Form 8-K dated September 12, 2019 (SEC File No. 001-08858)
4.35 (3)	<u>4.04% Senior Note, Series 2019, due September 12, 2049, issued by Northern Utilities, Inc. to Pacific Life Insurance Company.</u>	Exhibit 4.2 to Form 8-K dated September 12, 2019 (SEC File No. 001-08858)

4.36	<u>Note Purchase Agreement dated December 18, 2019 by and among Unitil Corporation and the several purchasers named therein.</u>	Exhibit 4.1 to Form 8-K dated December 18, 2019 (SEC File No. 001-08858)
4.37 (3)	<u>3.43% Senior Note, Series 2019, due December 18, 2029, issued by Unitil Corporation to CHIMEFISH & CO, as nominee for American Equity Investment Life Insurance Company.</u>	Exhibit 4.2 to Form 8-K dated December 18, 2019 (SEC File No. 001-08858)
4.38	<u>Note Purchase Agreement dated September 15, 2020 by and among Northern Utilities, Inc. and the several purchasers named therein.</u>	Exhibit 4.1 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.39 (3)	<u>3.78% Senior Note, Series 2020, due September 15, 2040, issued by Northern Utilities, Inc. to Metropolitan Life Insurance Company.</u>	Exhibit 4.2 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.40	<u>Note Purchase Agreement dated September 15, 2020 by and among Fitchburg Gas and Electric Light Company and the several purchasers named therein.</u>	Exhibit 4.3 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.41 (3)	<u>3.78% Senior Note, Series 2020A, due September 15, 2040, issued by Fitchburg Gas and Electric Light Company to Brighthouse Life Insurance Company of NY.</u>	Exhibit 4.4 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.42	<u>Bond Purchase Agreement dated September 15, 2020 by and among Unitil Energy Systems, Inc., U.S. Bank National Association (as trustee), and the several purchasers named therein.</u>	Exhibit 4.5 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.43	<u>Sixteenth Supplemental Indenture dated September 15, 2020 by and between Unitil Energy Systems, Inc. and U.S. Bank National Association (as trustee).</u>	Exhibit 4.6 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.44 (3)	<u>First Mortgage Bond, Series R, 3.58%, due September 15, 2040, issued by Unitil Energy Systems, Inc. to CUDD and CO (as nominee for Symetra Life Insurance Company).</u>	Exhibit 4.7 to Form 8-K dated September 15, 2020 (SEC File No. 001-08858)
4.45	<u>Amended and Restated Note issued to Bank of America, N.A.</u>	Exhibit 4.2 to Form 8-K dated July 25, 2018 (SEC File No. 001-08858)
4.46	<u>Loan Agreement dated December 18, 2020 between Unitil Realty Corp. and TD Bank, N.A.</u>	Exhibit 4.48 to Form 10-K for 2020 (SEC File No. 001-08858)
4.47	<u>Mortgage and Security Agreement dated December 18, 2020 between Unitil Realty Corp. and TD Bank, N.A.</u>	Exhibit 4.49 to Form 10-K for 2020 (SEC File No. 001-08858)

4.48	<u>Mortgage Loan Note dated December 18, 2020 issued to TD Bank, N.A.</u>	Exhibit 4.50 to Form 10-K for 2020 (SEC File No. 001-08858)
4.49	<u>Description of Registrant's Securities</u>	Exhibit 4.50 to Form 10-K for 2021 (SEC File No. 001-08858)
4.50 (4)	<u>Third Amended and Restated Credit Agreement dated September 29, 2022 among Unitil Corporation, Bank of America, N.A., as administrative agent, and the Lenders</u>	Exhibit 4.1 to Form 8-K dated September 29, 2022 (SEC File No. 001-08858)
4.51	<u>First Amendment to Third Amended and Restated Credit Agreement between Unitil and Bank of America, N.A., as administrative agent, dated July 18, 2024</u>	Exhibit 4.1 to Form 8-K for July 18, 2024 (SEC File No. 1-8858)
4.52	<u>Second Amended and Restated Note issued to Citizens Bank, N.A.</u>	Exhibit 4.2 to Form 8-K dated September 29, 2022 (SEC File No. 001-08858)
4.53	<u>Second Amended and Restated Note issued to TD Bank, N.A.</u>	Exhibit 4.3 to Form 8-K dated September 29, 2022 (SEC File No. 001-08858)
4.54 (4)	<u>Bond Purchase Agreement dated August 21, 2024 by and among Unitil Energy Systems, Inc., U.S. Bank Trust Company, National Association (as trustee) and the several purchasers named therein.</u>	Exhibit 4.11 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.55	<u>Seventeenth Supplemental Indenture dated August 21, 2024 by and between Unitil Energy Systems, Inc. and U.S. Bank Trust Company, National Association (as trustee)</u>	Exhibit 4.12 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.56 (3)	<u>First Mortgage Bond, Series S, 5.69%, due August 21, 2054, issued by Unitil Energy Systems, Inc. to Metlife Reinsurance Company of Hamilton, Ltd.</u>	Exhibit 4.13 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.57 (4)	<u>Note Purchase Agreement dated July 6, 2023 by and among Fitchburg Gas and Electric Light Company and the several purchasers named therein.</u>	Exhibit 4.1 to Form 8-K dated July 6, 2023 (SEC File No. 1-8858)
4.58 (3)	<u>5.70% Senior Note, Series 2023A, due July 2, 2033, issued by Fitchburg Gas and Electric Light Company to MetLife Reinsurance Company of Hamilton, Ltd.</u>	Exhibit 4.2 to Form 8-K dated July 6, 2023 (SEC File No. 1-8858)
4.59 (3)	<u>5.96% Senior Note, Series 2023B, due July 2, 2053, issued by Fitchburg Gas and Electric Light Company to Mutual of Omaha Insurance Company</u>	Exhibit 4.3 to Form 8-K dated July 6, 2023 (SEC File No. 1-8858)

4.60 (4)	Note Purchase Agreement dated August 21, 2024 by and among Unutil Corporation and the several purchasers named therein.	Exhibit 4.1 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.61 (3)	5.99% Senior Note, Series 2024, due August 21, 2034, issued by Unutil Corporation to Metropolitan Tower Life Insurance Company	Exhibit 4.2 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.62 (4)	Note Purchase Agreement dated August 21, 2024 by and among Northern Utilities, Inc. and the several purchasers named therein.	Exhibit 4.3 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.63 (3)	5.54% Senior Note, Series 2024A, due August 21, 2034, issued by Northern Utilities, Inc. to Metropolitan Life Insurance Company	Exhibit 4.4 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.64 (3)	5.74% Senior Note, Series 2024B, due August 21, 2039, issued by Northern Utilities, Inc. to Modern Woodmen of America.	Exhibit 4.5 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.65 (4)	Note Purchase Agreement dated August 21, 2024 by and among Fitchburg Gas and Electric Light Company and the several purchasers named therein	Exhibit 4.6 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.66 (3)	5.54% Senior Note, Series 2024A, due August 21, 2034, issued by Fitchburg Gas and Electric Light Company to Metlife Reinsurance Company of Hamilton, Ltd.	Exhibit 4.7 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.67 (3)	5.99% Senior Note, Series 2024B, due August 21, 2044, issued by Fitchburg Gas and Electric Light Company to Metlife Reinsurance Company of Hamilton, Ltd.	Exhibit 4.8 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.68 (4)	Note Purchase Agreement dated August 21, 2024 by and among Granite State Gas Transmission, Inc. and the several purchasers named therein.	Exhibit 4.9 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
4.69 (3)	5.74% Senior Note, Series 2024, due August 21, 2034, issued by Granite State Gas Transmission, Inc. to Metropolitan Life Insurance Company	Exhibit 4.10 to Form 8-K for August 21, 2024 (SEC File No. 1-8858)
5.1	Opinion of Patrick Taylor	Filed herewith.
23.1	Consent of Patrick Taylor	Included in Exhibit 5.1.
23.2	Consent of Deloitte & Touche LLP	Filed herewith.
24.1	Powers of Attorney	Filed herewith (included on the signature pages of this registration statement).
107	Filing Fee Exhibit	Filed herewith.

(1) The exhibits referred to in this column by specific designations and dates have heretofore been filed with or furnished to the Securities and Exchange Commission under such designations and are hereby incorporated by reference.

- (2) In accordance with Item 601(b)(4)(iii)(A) of Regulation S-K, the instrument defining the debt of the Registrant and its subsidiary, described above, has been omitted but will be furnished to the Commission upon request.
- (3) This Note or Bond (each, an “Instrument”) is substantially identical in all material respects to other Instruments that are otherwise required to be filed as exhibits, except as to the registered payee of such Instrument, the identifying number of such Instrument, and the principal amount of such Instrument. In accordance with instruction no. 2 to Item 601 of Regulation S-K, the registrant has filed a copy of only one of such Instruments, with a schedule identifying the other Instruments omitted and setting forth the material details in which such Instruments differ from the Instrument that was filed. The registrant acknowledges that the Securities and Exchange Commission may at any time in its discretion require filing of copies of any Instruments so omitted.
- (4) In accordance with Item 601(a)(5) of Regulation S-K, this exhibit omits certain schedules and exhibits. This exhibit’s table of contents includes a brief description of the subject matter of all of its schedules and exhibits, including the omitted schedules and exhibits. The Registrant acknowledges that it must provide a copy of any omitted schedules or exhibits to the Securities and Exchange Commission or its staff upon request.

(P) Paper exhibit.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, That paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Hampton, State of New Hampshire, on this 21st day of January, 2025.

UNITIL CORPORATION

By: /s/ Daniel J. Hurstak

Daniel J. Hurstak
Senior Vice President, Chief Financial Officer and
Treasurer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas P. Meissner, Jr. and Daniel J. Hurstak and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, from such person and in each person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statement and any registration statement relating to this registration statement under Rule 462 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas P. Meissner, Jr.</u> Thomas P. Meissner, Jr.	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	January 21, 2025
<u>/s/ Daniel J. Hurstak</u> Daniel J. Hurstak	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	January 21, 2025
<u>/s/ Todd R. Diggins</u> Todd R. Diggins	Chief Accounting Officer & Controller (Principal Accounting Officer)	January 21, 2025
<u>/s/ Anne L. Alonzo</u> Anne L. Alonzo	Director	January 21, 2025
<u>/s/ Neveen F. Awad</u> Neeven F. Awad	Director	January 21, 2025
<u>/s/ Winfield S. Brown</u> Winfield S. Brown	Director	January 21, 2025

<u>/s/ Mark H. Collin</u> Mark H. Collin	Director	January 21, 2025
<u>/s/ Suzanne Foster</u> Suzanne Foster	Director	January 21, 2025
<u>/s/ Edward F. Godfrey</u> Edward F. Godfrey	Director	January 21, 2025
<u>/s/ Michael B. Green</u> Michael B. Green	Director	January 21, 2025
<u>/s/ Jane Lewis-Raymond</u> Jane Lewis-Raymond	Director	January 21, 2025
<u>/s/ Justine Vogel</u> Justine Vogel	Director	January 21, 2025
<u>/s/ David A. Whiteley</u> David A. Whiteley	Director	January 21, 2025



January 21, 2025

Unitil Corporation
6 Liberty Lane West
Hampton, New Hampshire 03842-1720

Re: Unitil Corporation—Registration Statement on Form S-8

Ladies and Gentlemen:

I am Chief Regulatory Counsel for Unitil Service Corp. In my capacity as Chief Regulatory Counsel, I advise and represent Unitil Corporation (the “*Company*”) and its regulated subsidiaries in a broad range of corporate, business and regulatory matters. As a result, I have current knowledge of the legal activities of the Company. I have served in such capacity in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 filed on the date hereof (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), for the registration of 350,000 shares of common stock, no par value, of the Company (the “*Shares*”) to be issued pursuant to the Unitil Corporation Third Amended and Restated 2003 Stock Plan (the “*Plan*”).

In my capacity as Chief Regulatory Counsel, I am generally familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Shares. In rendering the opinion set forth herein, I have examined, am familiar with, and relied on originals or copies, certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of officers of the Company and of public officials and such other instruments as I have deemed necessary or appropriate as a basis for the opinion expressed below, including (i) the Registration Statement, (ii) the Articles of Incorporation of the Company, as amended, as certified by the Secretary of State of the State of New Hampshire, (iii) the By-Laws of the Company, as amended, certified to me by the Secretary of the Company to be true, correct, and complete as of the date hereof, and (iv) certain resolutions of the Board of Directors of the Company relating to the Shares and related matters. In addition, I have examined originals (or copies certified or otherwise identified to my satisfaction) of such other agreements, instruments, certificates, documents and records and have reviewed such questions of law, and made such inquiries, as I have deemed necessary or appropriate for the purposes of the opinion rendered herein. In my examination, I have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to me. I have also assumed the regularity of the Company’s corporate proceedings. As to various questions of fact material to the opinion, I have relied on statements and certificates of officers and representatives of the Company and public officials.

www.unitil.com



Based upon and subject to the foregoing, and subject to the limitations set forth below, I am of the opinion that the Shares will be validly issued, fully paid and non-assessable when:

- the Registration Statement shall have become, and for so long as it shall remain, effective for the purpose of the issuance and sale of the Shares; and
- issued pursuant to and in accordance with the Plan and any applicable award agreements.

In rendering the foregoing opinion, I express no opinion as to any laws other than the New Hampshire Business Corporation Act.

I consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Patrick H. Taylor
Patrick H. Taylor
Chief Regulatory Counsel
Unitil Service Corp.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 13, 2024, relating to the consolidated financial statements of Unital Corporation and subsidiaries and the effectiveness of Unital Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Unital Corporation for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, MA
January 21, 2025

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Unitil Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to be paid	Equity	Common Stock	457(c)	350,000	\$54.31	\$19,008,500	0.00015310	\$2,910.20				
Fees Previously Paid	—	—	—	—	—	—	—	—				
Carry Forward Securities												
Carry Forward Securities	—	—	—	—	—	—	—	—				
	Total Offering Amounts					\$19,008,500		\$2,910.20				
	Total Fees Previously Paid							—				
	Total Fee Offsets							—				
	Net Fee Due							\$2,910.20				

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
 - (2) Calculated pursuant to Rule 457(c) of the Securities Act, based on the average high and low prices reported on the New York Stock Exchange under the symbol “UTL” on January 16, 2025, which is within five (5) business days of the filing hereof.
- * Table 2: Fee Offset Claims and Sources and Table 3: Combined Prospectuses omitted as inapplicable.