

AQUA AMERICA INC  
Form 8-K  
December 16, 2004

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):

December 14, 2004

**Aqua America, Inc.**

(Exact name of registrant as specified in its charter)

Pennsylvania

001-06659

23-1702594

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

762 West Lancaster Avenue, Bryn Mawr,  
Pennsylvania

19010-3489

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610-527-8000

Not Applicable

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))



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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Aqua America amended and restated its Articles of Incorporation, effective as of December 14, 2004, the date that Aqua America filed its Restated Articles of Incorporation with the Pennsylvania Department of State, to (i) allow for the issuance of uncertificated shares, (ii) clarify that any Note issued in connection with the redemption of any Series B Preferred Stock will be in a form approved by the Board of Directors and (iii) incorporate prior amendments to the Articles.

Specifically:

1. Section 4.01 of the Articles was amended to add the following language at the end of the Section:

Any or all classes and series of shares of the Corporation, or any part thereof, may be represented by uncertificated shares to the extent determined by the Board of Directors, except that shares represented by a certificate that is issued and outstanding shall continue to be represented thereby until the certificate is surrendered to the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates. The rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.

2. The fourth sentence of Section 4.03(h)(1) of the Articles was amended by deleting the words "attached hereto as Exhibit A" and replacing them with "approved by the Board of Directors"; and

3. Exhibit A to the Articles was deleted.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

3.1 Restated Articles of Incorporation of Aqua America, Inc.

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**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.

Aqua America, Inc.

*December 16, 2004*

By: *Roy H. Stahl*

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*Name: Roy H. Stahl*

*Title: Executive Vice President and General Counsel*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Restated Articles of Incorporation of Aqua America, Inc.