

CONSUMERS ENERGY CO  
Form 8-K  
November 06, 2015

**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) **November 6, 2015**

Commission  
File Number  
1-5611

Registrant; State of Incorporation;  
Address; and Telephone Number

**CONSUMERS ENERGY COMPANY**

IRS Employer  
Identification No.  
38-0442310

(A Michigan Corporation)

One Energy Plaza

Jackson, Michigan 49201

(517) 788-0550

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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On November 6, 2015, Consumers Energy Company ( Consumers ) issued and sold \$250,000,000 principal amount of its 4.10% First Mortgage Bonds due 2045 (the Bonds ), pursuant to a registration statement on Form S-3 that Consumers filed with the Securities and Exchange Commission utilizing a shelf registration process (No. 333-195496-01) (the Registration Statement ), a Preliminary Prospectus Supplement dated November 2, 2015 to Prospectus dated April 25, 2014, an Issuer Free Writing Prospectus that included the final terms of the transaction, a Final Prospectus Supplement dated November 2, 2015 to Prospectus dated April 25, 2014 and an underwriting agreement among Consumers and the underwriters named in that agreement with respect to the Bonds. Consumers intends to use the net proceeds from the offering for general corporate purposes.

This Current Report on Form 8-K is being filed to file certain documents in connection with the offering as exhibits to the Registration Statement.

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

**(d) Exhibits.**

1.1 Underwriting Agreement dated November 2, 2015 among Consumers and BNP Paribas Securities Corp., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Mizuho Securities USA Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc., SunTrust Robinson Humphrey, Inc., KeyBanc Capital Markets Inc. and U.S. Bancorp Investments, Inc., as underwriters.

4.1 125<sup>th</sup> Supplemental Indenture dated as of November 6, 2015 between Consumers and The Bank of New York Mellon, as Trustee.

4.2 Form of 4.10% First Mortgage Bonds due 2045 (included in Exhibit 4.1).

5.1 Opinion of Shelley J. Ruckman, Esq., Assistant General Counsel of Consumers, dated November 6, 2015, regarding the legality of the Bonds.

23.1 Consent of Shelley J. Ruckman, Esq. (included in Exhibit 5.1).

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99.1 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-195496-01).

This Form 8-K contains forward-looking statements as defined in Rule 3b-6 of the Securities Exchange Act of 1934, Rule 175 of the Securities Act of 1933, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in Consumers' Securities and Exchange Commission filings. Forward-looking statements should be

read in conjunction with FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections of Consumers Form 10-K, for the year ended December 31, 2014, and as updated in Consumers Forms 10-Q. Consumers FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections are incorporated herein by reference and discuss important factors that could cause Consumers results to differ materially from those anticipated in such statements.

**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.

**CONSUMERS ENERGY COMPANY**

Dated: November 6, 2015

By: */s/ Thomas J. Webb*  
Thomas J. Webb  
Executive Vice President and  
Chief Financial Officer

**Exhibit Index**

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