

CONSUMERS ENERGY CO
Form 8-K
October 20, 2010

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):

October 15, 2010

CMS Energy Corporation

(Exact name of registrant as specified in its charter)

Michigan

001-09513

38-2726431

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

One Energy Plaza, Jackson, Michigan

49201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

517-788-0550

n/a

Former name or former address, if changed since last report

Consumers Energy Company

(Exact name of registrant as specified in its charter)

Michigan

001-05611

38-0442310

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(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

One Energy Plaza, Jackson, Michigan

49201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

517-788-0550

n/a

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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously reported, on September 27, 2010, Consumers Energy Company (Consumers), a principal subsidiary of CMS Energy Corporation (CMS Energy), and certain purchasers in the private placement market (Purchasers) entered into an agreement under which Consumers would sell, and the Purchasers would purchase, \$50 million of 2.60 percent First Mortgage Bonds (FMBs) due 2015 (2015 Bonds), \$100 million of 3.21 percent FMBs due 2017 (2017 Bonds), \$100 million of 3.77 percent FMBs due 2020 (2020 Bonds) and \$50 million of 4.97 percent FMBs due 2040 (2040 Bonds).

On October 15, 2010, this transaction closed and was funded. The 2015 Bonds will bear interest at a rate of 2.60% per year, the 2017 Bonds will bear interest at a rate of 3.21% per year, the 2020 Bonds will bear interest at a rate of 3.77% per year, and the 2040 Bonds will bear interest at a rate of 4.97% per year, in each case payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2011, and at the date of maturity. The Bonds will bear interest on overdue principal and (to the extent permitted by law) overdue installments of interest at the rate set forth in the Indenture. The 2015 Bonds will mature on October 15, 2015, the 2017 Bonds will mature on October 15, 2017, the 2020 Bonds will mature on October 15, 2020, and the 2040 Bonds will mature on October 15, 2040.

The Bonds are to be issued under and secured by that certain Indenture dated as of September 1, 1945 between Consumers and The Bank of New York Mellon, (ultimate successor to City Bank Farmers Trust Company) as trustee, as supplemented and amended by various supplemental indentures and as to be supplemented by the 113th Supplemental Indenture, dated as of October 15, 2010 (the Supplemental Indenture), a copy of which is attached as Exhibit 4.1 and incorporated herein by reference. Any or all of the 2015 Bonds, the 2017 Bonds, the 2020 Bonds, and the 2040 Bonds may be redeemed by Consumers, at any time and from time to time prior to maturity, at a redemption price equal to 100% of the principal amount of such 2015 Bonds, 2017 Bonds, 2020 Bonds or 2040 Bonds being redeemed plus the applicable premium, if any, thereon at the time of redemption, together with accrued interest, if any, thereon to the redemption date. In no event will the redemption price be less than 100% of the principal amount of the 2015 Bonds, the 2017 Bonds, the 2020 Bonds or the 2040 Bonds plus accrued interest, if any, thereon to the redemption date.

The descriptions set forth above are qualified in their entirety by the Supplemental Indenture filed herewith as Exhibit 4.1 and the Bond Purchase Agreement filed as Exhibit 10.1 to the Consumers Form 8-K filed September 30, 2010.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

4.1 113th Supplemental Indenture dated as of October 15, 2010 between Consumers and The Bank of New York Mellon

This Form 8-K contains forward-looking statements as defined in Rule 3b-6 of the Securities Exchange Act of 1934, as amended, Rule 175 of the Securities Act of 1933, as amended, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. They should be read in conjunction with FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections of CMS Energy Corporation s (CMS Energy) Form 10-K and Consumers Energy Company s (Consumers Energy) Form 10-K each for the Year Ended December 31, 2009 and as updated in CMS Energy s and Consumers Energy s Forms 10-Q for the Quarters Ended March 31, 2010 and June 30, 2010. CMS Energy s and Consumers Energy s FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections are incorporated herein by reference and discuss important

factors that could cause CMS Energy's and Consumers Energy's results to differ materially from those anticipated in such statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

CMS ENERGY CORPORATION

Dated: October 20, 2010

By: /s/ Thomas J. Webb

Thomas J. Webb
Executive Vice President
and Chief Financial
Officer

CONSUMERS ENERGY COMPANY

Dated: October 20, 2010

By: /s/ Thomas J. Webb

Thomas J. Webb
Executive Vice President
and Chief Financial
Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	113th Supplemental Indenture dated as of October 15, 2010 between Consumers and The Bank of New York Mellon