

CMS ENERGY CORP
Form 8-K
June 01, 2016

**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) May 27, 2016

| <u>Commission File Number</u> | <u>Registrant; State of Incorporation; Address; and Telephone Number</u> | <u>IRS Employer Identification No.</u> |
|--|---|---|
| 1-9513 | CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550 | 38-2726431 |
| 1-5611 | CONSUMERS ENERGY COMPANY (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550 | 38-0442310 |

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:

- o 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 1.01. Entry into a Material Definitive Agreement.

On May 27, 2016, CMS Energy Corporation (CMS Energy) and Barclays Bank PLC (Barclays), as Agent for itself and the other financial institutions (the Banks) named in the \$550 million Third Amended and Restated Revolving Credit Agreement dated as of May 27, 2015 between CMS Energy, the Banks and the Agent (the CMS Agreement), agreed to extend the termination date of the CMS Agreement. The Agreement was previously filed as Exhibit 10.1 to the Form 8-K filed June 1, 2015 and is incorporated herein by reference. Subject to the terms of the Agreement, effective as of May 27, 2016, the termination date will extend for a period of one year to May 27, 2021.

Obligations under the CMS Agreement will continue to be secured by Consumers Energy Company (Consumers) common stock pursuant to the Pledge and Security Agreement dated as of March 31, 2011, made by CMS Energy to Barclays, as Administrative Agent for the Banks, as defined therein.

On May 27, 2016, Consumers and JPMorgan Chase Bank, N.A. (JPMorgan), as Agent for itself and other Banks named in the \$650 million Fourth Amended and Restated Revolving Credit Facility dated as of May 27, 2015 between Consumers, the Banks and the Agent (the Consumers Agreement), agreed to extend the termination date of the Consumers Agreement. The Consumers Agreement was previously filed as Exhibit 10.2 to the Form 8-K filed June 1, 2015 and is incorporated herein by reference. Subject to the terms of the Agreement, effective as of May 27, 2016, the termination date will extend for a period of one year to May 27, 2021.

Obligations under the Consumers Agreement in the amount of \$500 million will continue to be secured by first mortgage bonds of Consumers issued pursuant to the 114th Supplemental Indenture dated as of March 31, 2011 between Consumers and The Bank of New York Mellon, Trustee. The additional obligations under the Consumers Agreement in the amount of \$150 million will continue to be secured by first mortgage bonds of Consumers issued pursuant to the 123rd Supplemental Indenture dated as of December 20, 2013 between Consumers and The Bank of New York Mellon, Trustee.

Barclays, JPMorgan and the Banks have provided banking and underwriting services to CMS Energy and Consumers in the ordinary course of business.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 10.1 Description of the \$550 million Third Amended and Restated Revolving Credit Agreement Extension
 - 10.2 Description of the \$650 million Fourth Amended and Restated Revolving Credit Agreement Extension
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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: June 1, 2016

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

CONSUMERS ENERGY COMPANY

Dated: June 1, 2016

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

Exhibit Index

- 10.1 Description of the \$550 million Third Amended and Restated Revolving Credit Agreement Extension
 - 10.2 Description of the \$650 million Fourth Amended and Restated Revolving Credit Agreement Extension
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