

CONSUMERS ENERGY CO
Form DEF 14C
March 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14C

**Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934 (Amendment No.)**

Check the appropriate box:

☐ Preliminary Information Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
☒ Definitive Information Statement
Consumers Energy Company
(Name of Registrant As Specified In Its Charter)
Payment of Filing Fee (Check the appropriate box):

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CONSUMERS ENERGY COMPANY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

MAY 1, 2015

To the Shareholders of Consumers Energy Company:

The Annual Meeting of Shareholders of Consumers Energy Company (“Consumers” or the “Company”) will be held on Friday, May 1, 2015, at 9:00 A.M., Eastern Daylight Saving Time, at our corporate headquarters located at One Energy Plaza, Jackson, Michigan 49201. The purposes of the Annual Meeting are to:

- (1) Elect as Directors the 11 nominees named in the CMS Energy Corporation Proxy Statement;
- (2) Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015; and
- (3) Transact such other business as may properly come before the Annual Meeting and any adjournment or postponement.

Our Annual Report to Shareholders for the year 2014, including the Form 10-K with our consolidated financial statements, accompanies this Information Statement. The Board of Directors has set March 9, 2015, as the record date for our Annual Meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

By Order of the Board of Directors

Melissa M. Gleespen
Corporate Secretary
Consumers Energy Company

One Energy Plaza

Jackson, Michigan 49201

March 30, 2015

INFORMATION STATEMENT

INTRODUCTION

This Information Statement is furnished by the Board of Directors (the “Board”) of Consumers Energy Company (“Consumers”) in connection with the Annual Meeting of Shareholders to be held on May 1, 2015.

As of March 9, 2015, Consumers’ outstanding common stock (\$10 par value) and preferred stock (\$100 par value) consisted of 84,108,789 shares of common stock held by CMS Energy Corporation (“CMS”) and 373,128 shares of preferred stock held by the public (except the directors’ holdings noted below). Holders of preferred and common stock are entitled to one vote for each share and shareholders have cumulative voting rights for the election of directors. That is, holders of preferred and common shares are entitled to cast as many votes as equal the number of shares held multiplied by the number of directors to be elected (11 this year), and they may cast all of such votes for a single nominee or distribute them among any two or more nominees as they choose.

While all shareholders are cordially invited to attend the Annual Meeting, **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.** We have been advised that all 84,108,789 shares of Consumers common stock held by CMS (99.6% of the Consumers shares entitled to vote) will be voted in favor of the proposed director nominees, thus assuring their election, as well as in favor of the other proposal(s) recommended by the Consumers’ Board.

Shareholders interested in attending the Annual Meeting must present proof of current Consumers stock ownership (such as a recent account statement) and government-issued photo identification (such as a driver’s license) prior to being admitted.

To the knowledge of management, no person or entity except CMS owns beneficially more than 5% of any class of Consumers’ outstanding voting securities. Messrs. Way and Yasinsky each owns 10 shares of the preferred stock of Consumers.

The determination of approval of corporate action by the shareholders is based on votes “for” and “against.” Abstentions and broker discretionary votes are not counted as “for” or “against” votes but are counted in the determination of a quorum.

INCORPORATION BY REFERENCE — CMS PROXY STATEMENT

Please refer to the enclosed CMS Proxy Statement dated March 30, 2015, for information regarding the nominees for directors and the other proposal(s) being voted on by Consumers’ shareholders, as well as the committees of the Board, compensation of directors and executive officers and various other 2014 Information Statement disclosures. This information appears beginning with the heading “CORPORATE GOVERNANCE” in the CMS Proxy Statement and is incorporated by reference herein.

BOARD AND COMMITTEE INFORMATION

The Consumers’ Board of Directors met 7 times during 2014. Our Amended and Restated Corporate Governance Principles state the expectation that all Consumers Board members will attend all scheduled board and committee meetings, as well as the Annual Meeting of Shareholders. All Consumers Directors serving during 2014 attended

more than 75% of the Board and assigned committee meetings. The then-current Board members, except Messrs. Barfield and Yasinsky, attended the Consumers 2014 Annual Meeting of Shareholders.