

ITC Holdings Corp.  
Form 8-K  
April 16, 2009

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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):

April 16, 2009

ITC Holdings Corp.

(Exact name of registrant as specified in its charter)

Michigan

001-32576

32-0058047

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

27175 Energy Way, Novi, Michigan

48377

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

248-946-3000

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 7.01 Regulation FD Disclosure.**

On April 16, 2009, the Federal Energy Regulatory Commission (the "FERC") issued an order denying the complaint by Interstate Power and Light Company ("IP&L") under Section 206 of the Federal Power Act against ITC Midwest LLC ("ITC Midwest"), a wholly-owned operating subsidiary of ITC Holdings Corp. IP&L's complaint, filed on November 18, 2008, requested the FERC to investigate ITC Midwest's implementation of its rates as potentially unjust and unreasonable. The FERC's order dismisses the complaint in its entirety, without prejudice.

**Item 8.01 Other Events.**

The information set forth above under Item 7.01 is hereby incorporated by reference into this Item 8.01 as though fully set forth herein.

The information in this Current Report on Form 8-K is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such future filing.

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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.

ITC Holdings Corp.

*April 16, 2009*

By: *Daniel J. Oginsky*

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*Name: Daniel J. Oginsky*

*Title: Vice President and General Counsel*