

ITC Holdings Corp.  
Form SC 13G  
October 07, 2016

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. \_\_)\*

ITC Holdings  
Corp.  
(Name of  
Issuer)

Common Stock,  
without par  
value  
(Title of Class  
of Securities)

465685105  
(CUSIP  
Number)

September 28,  
2016  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

“ Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

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Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |  |
|---|--|
| <b>1</b>  | NAME OF REPORTING PERSON   |
| <b>2</b>  | M. H. Davidson & Co.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) $\dot{y}$ OF A GROUP |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                      |
| <b>4</b>  | New York   |
| <b>5</b>  | SOLE VOTING POWER  |
| <b>6</b>  | 0 SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 279,192 SOLE DISPOSITIVE POWER   |
| <b>7</b>  |  |
| <b>8</b>  | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>  | 279,192 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |
|   | 279,192  |

|           |   |
|-----------|---|
| <b>10</b> | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS |
| <b>11</b> | REPRESENTED BY<br>AMOUNT IN ROW<br>(9)  |
| <b>12</b> | 0.18%<br>TYPE OF<br>REPORTING<br>PERSON<br><br>PN   |

|           |  |
|-----------|--|
| <b>1</b>  | NAME OF REPORTING PERSON   |
|           | Davidson Kempner Partners  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP                 |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                      |
|           | New York   |
| <b>5</b>  | SOLE VOTING POWER  |
|           | 0  |
| <b>6</b>  | SHARED VOTING POWER  |
| <b>7</b>  | 1,514,619 SOLE DISPOSITIVE POWER                                       |
| <b>8</b>  | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>  | 1,514,619 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b> | 1,514,619 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.99%  
TYPE OF  
REPORTING  
PERSON

PN

|  |  |
|--|--|
|  | NAME OF REPORTING PERSON                                     |
| <b>1</b>   | Davidson Kempner Institutional Partners, L.P.                |
|  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP       |
| <b>2</b>   |  |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
| <b>4</b>   | Delaware   |
|  | SOLE VOTING POWER  |
| <b>5</b>   |  |
|  | 0 SHARED VOTING POWER  |
| <b>6</b>   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 3,169,814  |
|  | SOLE DISPOSITIVE POWER                                       |
| <b>7</b>   |  |
|  | 0 SHARED DISPOSITIVE POWER                                   |
| <b>8</b>   |  |
|  | 3,169,814  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|  | 3,169,814  |

|           |   |
|-----------|---|
| <b>10</b> | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS |
| <b>11</b> | REPRESENTED BY<br>AMOUNT IN ROW<br>(9)  |
| <b>12</b> | 2.07%<br>TYPE OF<br>REPORTING<br>PERSON<br><br>PN   |



|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON   |
|  | Davidson Kempner International, Ltd.                                   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) $\dot{y}$ OF A GROUP         |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                      |
|  | British Virgin Islands   |
| <b>5</b>   | SOLE VOTING POWER  |
| <b>6</b>   | 0 SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 3,393,458  |
| <b>7</b>   | SOLE DISPOSITIVE POWER   |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>   | 3,393,458 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 3,393,458 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 2.21%  
TYPE OF  
REPORTING  
PERSON

CO

|  |  |
|--|--|
|  | NAME OF REPORTING PERSON                                     |
| <b>1</b>   | Davidson Kempner Capital Management LP                       |
|  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP       |
| <b>2</b>   |  |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
| <b>4</b>   | Delaware   |
|  | SOLE VOTING POWER  |
| <b>5</b>   |  |
|  | 0 SHARED VOTING POWER  |
| <b>6</b>   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8,357,083  |
|  | SOLE DISPOSITIVE POWER                                       |
| <b>7</b>   |  |
|  | 0 SHARED DISPOSITIVE POWER                                   |
| <b>8</b>   |  |
|  | 8,357,083  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|  | 8,357,083  |

|           |   |
|-----------|---|
| <b>10</b> | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS |
| <b>11</b> | REPRESENTED BY<br>AMOUNT IN ROW<br>(9)  |
| <b>12</b> | 5.45%<br>TYPE OF<br>REPORTING<br>PERSON<br><br>PN   |

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Thomas L. Kempner, Jr.                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP       |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | United States  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8,357,083  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 8,357,083  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 8,357,083 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.45%  
TYPE OF  
REPORTING  
PERSON

IN

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Robert J. Brivio, Jr.  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP       |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | United States  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8,357,083  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 8,357,083  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 8,357,083 CHECK BOX IF THE                                   |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.45%  
TYPE OF  
REPORTING  
PERSON

IN



**Item 1(a). NAME OF ISSUER**

ITC Holdings Corp. (the "Issuer")

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

27175 Energy Way, Novi, MI 48377.

**Item 2(a). NAME OF PERSON FILING**

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) M. H. Davidson & Co., a New York limited partnership ("CO"). M.H. Davidson & Co. GP, L.L.C., a Delaware limited liability company, is the general partner of CO. DKCM (as defined below) is responsible for the voting and investment decisions of CO;

(ii) Davidson Kempner Partners, a New York limited partnership ("DKP"). MHD Management Co., a New York limited liability company ("MHD"), is the general partner of DKP and MHD Management Co. GP, L.L.C., a Delaware limited liability company, is the general partner of MHD. DKCM is responsible for the voting and investment decisions of DKP;

(iii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"). Davidson Kempner Advisers Inc., a New York corporation, is the general partner of DKIP. DKCM is responsible for the voting and investment decisions of DKIP;

(iv) Davidson Kempner International, Ltd., a British Virgin Islands business company ("DKIL"). DKCM is the investment manager of DKIL and is responsible for the voting and investment decisions of DKIL;

(v) Davidson Kempner Capital Management LP, a Delaware limited partnership and a registered investment adviser with the U.S. Securities and Exchange Commission, acts as investment manager to each of CO, DKP, DKIP and DKIL ("DKCM"). DKCM GP LLC, a Delaware limited liability company, is the general partner of DKCM. The managing members of DKCM are Thomas L. Kempner, Jr., Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman, Conor Bastable, Morgan P. Blackwell, Shulamit Leviant, Patrick W. Dennis and Gabriel T. Schwartz; and

(vi) Messrs. Thomas L. Kempner, Jr. and Robert J. Brivio, Jr. through DKCM, are responsible for the voting and investment decisions relating to the securities held by CO, DKP, DKIP and DKIL reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

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The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Capital Management LP, 520 Madison Avenue, 30th Floor, New York, New York 10022.

**Item 2(c). CITIZENSHIP**

- (i) CO – a New York limited partnership
- (ii) DKP – a New York limited partnership
- (iii) DKIP – a Delaware limited partnership
- (iv) DKIL – a British Virgin Islands business company
- (v) DKCM – a Delaware limited partnership
- (vi) Messrs. Thomas L. Kempner, Jr. and Robert J. Brivio, Jr. – United States

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, without par value (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

465685105

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "

- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).



If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person

The percentages used in this Schedule 13G are calculated based upon 153,372,055 shares of Common Stock outstanding as of July 22, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016 filed with the Securities and Exchange Commission on July 28, 2016.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

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By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: October 7, 2016

m.h. davidson & Co.

By: M.H. Davidson & Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner partners

By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

davidson kempner international, ltd.

By: Davidson Kempner Capital Management LP,  
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner CAPITAL MANAGEMENT LP

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.  
THOMAS L. KEMPNER, JR.

/s/ Robert J. Brivio, Jr.  
ROBERT J. BRIVIO, JR.



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JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: October 7, 2016

m.h. davidson & Co.

By: M.H. Davidson & Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner partners

By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

davidson kempner international, ltd.

By: Davidson Kempner Capital Management LP,  
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner CAPITAL MANAGEMENT LP

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

THOMAS L. KEMPNER, JR.

/s/ Robert J. Brivio, Jr.

ROBERT J. BRIVIO, JR.