

CMS ENERGY CORP  
Form 8-K  
March 12, 2012

**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) March 12, 2012**

**Commission**

**Registrant; State of Incorporation;**

**IRS Employer**

**File Number**  
**1-9513**

**Address; and Telephone Number**  
**CMS ENERGY CORPORATION**

**Identification No.**  
**38-2726431**

**(A Michigan Corporation)**

**One Energy Plaza**

**Jackson, Michigan 49201**

**(517) 788-0550**

## Edgar Filing: CMS ENERGY CORP - Form 8-K

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))

**Item 8.01. Other Events.**

On March 12, 2012, CMS Energy Corporation ( CMS Energy ) issued and sold \$300,000,000 principal amount of its 5.05% Senior Notes due 2022 (the Notes ), pursuant to a registration statement on Form S-3 that CMS Energy filed with the Securities and Exchange Commission utilizing a shelf registration process (No. 333-174906) (the Registration Statement ), a Preliminary Prospectus Supplement dated March 7, 2012 to Prospectus dated June 15, 2011, an Issuer Free Writing Prospectus that included the final terms of the transaction, a Final Prospectus Supplement dated March 7, 2012 to Prospectus dated June 15, 2011 and an underwriting agreement among CMS Energy and the underwriters named in that agreement with respect to the Notes. CMS Energy intends to use the net proceeds from the offering to redeem all outstanding CMS Energy 2.875% Convertible Senior Notes due 2024 (approximately \$153,000,000 aggregate principal amount) and for general corporate purposes.

This Current Report on Form 8-K is being filed to file certain documents in connection with the offering as exhibits to the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1.1 Underwriting Agreement dated March 7, 2012 among CMS Energy and Barclays Capital Inc., BNP Paribas Securities Corp., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc., UBS Securities LLC, Fifth Third Securities, Inc., The Huntington Investment Company, PNC Capital Markets LLC, RBC Capital Markets, LLC and U.S. Bancorp Investments, Inc., as underwriters.
- 4.1 Twenty-Eighth Supplemental Indenture dated as of March 12, 2012 between CMS Energy and The Bank of New York Mellon, as Trustee.
- 4.2 Form of 5.05% Senior Notes due 2022 (included in Exhibit 4.1).
- 5.1 Opinion of Shelley J. Ruckman, Esq., Assistant General Counsel of CMS Energy, dated March 12, 2012, regarding the legality of the Notes.
- 23.1 Consent of Shelley J. Ruckman, Esq. (included in Exhibit 5.1).
- 99.1 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-174906).

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 for the Year Ended December 31, 2011. CMS 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 results to differ materially from those anticipated in such statements.

**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.

**CMS ENERGY CORPORATION**

Dated: March 12, 2012

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

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b>                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                       | Underwriting Agreement dated March 7, 2012 among CMS Energy and Barclays Capital Inc., BNP Paribas Securities Corp., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc., UBS Securities LLC, Fifth Third Securities, Inc., The Huntington Investment Company, PNC Capital Markets LLC, RBC Capital Markets, LLC and U.S. Bancorp Investments, Inc., as underwriters. |
| 4.1                       | Twenty-Eighth Supplemental Indenture dated as of March 12, 2012 between CMS Energy and The Bank of New York Mellon, as Trustee.                                                                                                                                                                                                                                                                                       |
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| 99.1                      | Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-174906).                                                                                                                                                                                                                                                                                                                           |