

CONSUMERS ENERGY CO  
Form 8-K  
February 22, 2017

**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) **February 22, 2017**

**Commission  
File Number**

**1-5611**

**Registrant; State of Incorporation;  
Address; and Telephone Number**

**CONSUMERS ENERGY COMPANY**  
(A Michigan Corporation)  
**One Energy Plaza**  
**Jackson, Michigan 49201**  
**(517) 788-0550**

**IRS Employer  
Identification No.**

**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:

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)

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))

---

**Item 8.01. Other Events.**

On February 22, 2017, Consumers Energy Company ( Consumers ) issued and sold \$350,000,000 principal amount of its 3.95% First Mortgage Bonds due 2047 (the Bonds ), pursuant to a registration statement on Form S-3 that Consumers filed with the Securities and Exchange Commission utilizing a shelf registration process (No. 333-195496-01) (the Registration Statement ), a Preliminary Prospectus Supplement dated February 15, 2017 to Prospectus dated April 25, 2014, an Issuer Free Writing Prospectus that included the final terms of the transaction, a Final Prospectus Supplement dated February 15, 2017 to Prospectus dated April 25, 2014 and an underwriting agreement among Consumers and the underwriters named in that agreement with respect to the Bonds. Consumers intends to use the net proceeds from the offering 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 February 15, 2017 among Consumers and Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Scotia Capital (USA) Inc., Wells Fargo Securities, LLC, SMBC Nikko Securities America, Inc., Fifth Third Securities, Inc. and U.S. Bancorp Investments, Inc., as underwriters.

4.1 128<sup>th</sup> Supplemental Indenture dated as of February 22, 2017 between Consumers and The Bank of New York Mellon, as Trustee.

4.2 Form of 3.95% First Mortgage Bonds due 2047 (included in Exhibit 4.1).

5.1 Opinion of Melissa M. Gleespen, Esq., Vice President, Corporate Secretary and Chief Compliance Officer of Consumers, dated February 22, 2017, regarding the legality of the Bonds.

23.1 Consent of Melissa M. Gleespen, Esq. (included in Exhibit 5.1).

99.1 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-195496-01).

This Form 8-K contains forward-looking statements as defined in Rule 3b-6 of the Securities Exchange Act of 1934, Rule 175 of the Securities Act of 1933, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in

Consumers' Securities and Exchange Commission filings. Forward-looking statements should be read in conjunction with FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections of Consumers' Form 10-K, for the year ended December 31, 2016, and as updated in Consumers' Forms 10-Q. Consumers' FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections are incorporated herein by reference and discuss important factors that could cause Consumers' results to differ materially from those anticipated in such statements.

**SIGNATURE**

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.

**CONSUMERS ENERGY COMPANY**

Dated: February 22, 2017

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

**Exhibit Index**

- 1.1 Underwriting Agreement dated February 15, 2017 among Consumers and Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Scotia Capital (USA) Inc., Wells Fargo Securities, LLC, SMBC Nikko Securities America, Inc., Fifth Third Securities, Inc. and U.S. Bancorp Investments, Inc., as underwriters.
- 4.1 128<sup>th</sup> Supplemental Indenture dated as of February 22, 2017 between Consumers and The Bank of New York Mellon, as Trustee.
- 4.2 Form of 3.95% First Mortgage Bonds due 2047 (included in Exhibit 4.1).
- 5.1 Opinion of Melissa M. Gleespen, Esq., Vice President, Corporate Secretary and Chief Compliance Officer of Consumers, dated February 22, 2017, regarding the legality of the Bonds.
- 23.1 Consent of Melissa M. Gleespen, Esq. (included in Exhibit 5.1).
- 99.1 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-195496-01).