

CONSUMERS ENERGY CO  
Form 8-K  
July 13, 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) July 10, 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**

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1-5611

CONSUMERS ENERGY COMPANY

38-0442310

(A Michigan Corporation)

One Energy Plaza

Jackson, Michigan 49201

(517) 788-0550

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 1.01. Entry into a Material Definitive Agreement.**

On July 10, 2012, Consumers Energy Company ( Consumers Energy ), a principal subsidiary of CMS Energy Corporation, entered into a Bond Purchase Agreement ( BPA ) whereby Consumers Energy will issue and each of the Purchasers named in the BPA will purchase, in a December 2012 private placement, \$51.5 million of 3.19 percent First Mortgage Bonds ( FMBs ) due 2024, \$35.5 million of 3.39 percent FMBs due 2027, and \$263 million of 4.31 percent FMBs due 2042.

The foregoing description of the BPA does not purport to be complete and is qualified in its entirety by the provisions of the BPA, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

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

(d) Exhibits.

10.1 Bond Purchase Agreement between Consumers Energy and each of the Purchasers named therein, dated as of July 10, 2012  
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 and Consumers Energy Company s ( Consumers Energy ) Form 10-K each for the Year Ended December 31, 2011 and as updated in CMS Energy s and Consumers Energy s Forms 10-Q for the Quarter Ended March 31, 2012. CMS Energy s and Consumers 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 and Consumers 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 Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

CMS ENERGY CORPORATION

Dated: July 13, 2012

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

CONSUMERS ENERGY COMPANY

Dated: July 13, 2012

By: */s/ THOMAS J. WEBB*  
**Thomas J. Webb**  
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**Exhibit Index**

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