

CMS ENERGY CORP  
Form 8-K  
November 09, 2004

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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):

November 9, 2004

CMS Energy Corporation

(Exact name of registrant as specified in its charter)

Michigan

001-09513

38-2726431

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Energy Plaza, Jackson, Michigan

49201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

517-788-0550

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 8.01. Other Events.**

On November 9, 2004, CMS Energy Corporation ("CMS Energy") announced exchange offers for all of its outstanding 3.375% Convertible Senior Notes due 2023 and all of its outstanding 4.50% Cumulative Convertible Preferred Stock (liquidation preference \$50.00 per share). Attached as exhibits hereto are a CMS Energy News Release as well as Offering Memoranda, which describe the exchange offers in detail.

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

(c) Exhibits.

4.1 Offering Memorandum dated November 9, 2004 relating to the Exchange Offer for all Outstanding 3.375% Convertible Senior Notes due 2023 (incorporated by reference, previously filed as Exhibit 12(a)(1) to Schedule TO for 3.375% Convertible Senior Notes due 2023 filed November 9, 2004)

4.2 Offering Memorandum dated November 9, 2004 relating to the Exchange Offer for all Outstanding 4.50% Cumulative Convertible Preferred Stock (liquidation preference \$50.00 per share) (incorporated by reference, previously filed as Exhibit 12(a)(1) to Schedule TO for 4.50% Cumulative Convertible Preferred Stock (liquidation preference \$50.00 per share))

99.1 CMS Energy News Release dated November 9, 2004

This Form 8-K and the exhibits attached hereto contain "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 RISK FACTORS" found in the MANAGEMENT'S DISCUSSION AND ANALYSIS section of CMS Energy's Form 10-Q for the quarter ended September 30, 2004 (incorporated herein by reference), that discusses important factors that could cause CMS Energy's results to differ materially from those anticipated in such statements.

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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.

CMS Energy Corporation

*November 9, 2004*

*By: Thomas J. Webb*

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*Name: Thomas J. Webb*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                             |
|--------------------|--|
| 99.1               | CMS Energy News Release dated November 9, 2004 |