

CONSUMERS ENERGY CO
Form DEF 14C
April 04, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14C

**Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934 (Amendment No.)**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

Consumers Energy Company
(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- (5) Total fee paid:
- Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
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CONSUMERS ENERGY COMPANY
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 16, 2014

To the Shareholders of Consumers Energy Company:

The Annual Meeting of Shareholders of Consumers Energy Company (Consumers or the Company) will be held on Friday, May 16, 2014, at 9:00 A.M., Eastern Daylight Saving Time, at our corporate headquarters located at One Energy Plaza, Jackson, Michigan 49201. The purposes of the Annual Meeting are to:

- (1) Elect to the Company s Board of Directors the 11 director nominees identified in the CMS Energy Corporation Proxy Statement;
- (2) Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm to audit Consumers consolidated financial statements for the year ending December 31, 2014;
- (3) Approve the Performance Incentive Stock Plan;
- (4) Approve the performance measures used in the CMS Incentive Compensation Plan; and
- (5) Transact such other business as may properly come before the Annual Meeting, in accordance with the procedures required to be followed under our Amended and Restated Bylaws.

Our Annual Report to Shareholders for the year 2013, including the Form 10-K with our consolidated financial statements, accompanies this Information Statement, unless you have previously requested internet access rather than a paper copy.

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The Board of Directors has set March 21, 2014, as the record date for our Annual Meeting.

Shareholders interested in attending the Annual Meeting must present proof of current Consumers stock ownership (such as a recent account statement) and government-issued photo identification (such as a driver's license) prior to being admitted to the meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

By Order of the Board of Directors

Melissa M. Gleespen
Corporate Secretary

Consumers Energy Company
One Energy Plaza
Jackson, Michigan 49201

April 4, 2014

INFORMATION STATEMENT

INTRODUCTION

This Information Statement is furnished by the Board of Directors (the Board) of Consumers Energy Company (Consumers) in connection with the Annual Meeting of Shareholders to be held on May 16, 2014.

As of March 21, 2014, Consumers' outstanding common stock (\$10 par value) and preferred stock (\$100 par value) consisted of 84,108,789 shares of common stock held by CMS Energy Corporation (CMS) and 373,148 shares of preferred stock held by the public (except the directors' holdings noted below). Holders of preferred and common stock are entitled to one vote for each share and shareholders have cumulative voting rights for the election of directors. That is, holders of preferred and common shares are entitled to cast as many votes as equal the number of shares held multiplied by the number of directors to be elected (11 this year), and they may cast all of such votes for a single nominee or distribute them among any two or more nominees as they choose.

While all shareholders are cordially invited to attend the Annual Meeting, **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.** We have been advised that all 84,108,789 shares of Consumers common stock held by CMS (99.5% of the Consumers shares entitled to vote) will be voted in favor of the proposed director nominees, thus assuring their election, as well as in favor of the other proposal(s) recommended by the Consumers Board.

To the knowledge of management, no person or entity except CMS owns beneficially more than 5% of any class of Consumers' outstanding voting securities. Messrs. Way and Yasinsky each owns 10 shares of the preferred stock of Consumers.

The determination of approval of corporate action by the shareholders is based on votes for and against. Abstentions and broker discretionary votes are not counted as for or against votes but are counted in the determination of a quorum.

INCORPORATION BY REFERENCE CMS PROXY STATEMENT

Please refer to the enclosed CMS Proxy Statement dated April 4, 2014, for information regarding the nominees for directors and the other proposal(s) being voted on by Consumers' shareholders, as well as the committees of the Board, compensation of directors and executive officers and various other 2013 Information Statement disclosures. This information appears beginning with the heading CORPORATE GOVERNANCE in the CMS Proxy Statement and is incorporated by reference herein.

BOARD AND COMMITTEE INFORMATION

The Consumers Board of Directors met 7 times during 2013. Our Amended and Restated Corporate Governance Principles state the expectation that all Consumers Board members will attend all scheduled board and committee meetings, as well as the Annual Meeting of Shareholders. During 2013, 9 incumbent directors attended 100% of the Consumers Board and assigned committee meetings and 2 incumbent directors attended at least 80% of the Consumers Board and assigned committee meetings while they were on the Board. All then-current Consumers Board members attended the 2013 Annual Meeting of Shareholders.
