

CONSUMERS ENERGY CO  
Form 8-K  
March 21, 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 16, 2012**

|                    |  |                           |
|--------------------|--|---------------------------|
| <b>Commission</b>  | <b>Registrant; State of Incorporation;</b> | <b>IRS Employer</b>       |
| <b>File Number</b> | <b>Address; and Telephone Number</b>       | <b>Identification No.</b> |
| <b>1-9513</b>      | <b>CMS ENERGY CORPORATION</b>              | <b>38-2726431</b>         |
|                    | <b>(A Michigan Corporation)</b>            |                           |
|                    | <b>One Energy Plaza</b>                    |                           |
|                    | <b>Jackson, Michigan 49201</b>             |                           |
|                    | <b>(517) 788-0550</b>                      |                           |

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 16, 2012, the CMS Energy Corporation ( CMS Energy ) Board of Directors adopted amendments to the CMS Incentive Compensation Plan for CMS Energy and its Subsidiaries ( Plan ). One amendment removes the table of standard award percentage for each eligible officer position and provides that the Compensation and Human Resources Committee of the Board of Directors will annually approve the standard award percentage for each eligible officer for each performance year.

The other amendment was to change the award formula modifier for each eligible officer position. The amendment changes the modifier to be based on the operational awards payout level under the Consumers Energy Annual Employee Incentive Compensation Plan ( Consumers Energy Plan ). As such, if the Consumers Energy Plan pays out an operational award at the maximum award percentage for the same performance year based on achievement of the established objectives, then the annual award, if any, earned under this Plan will be increased by up to 10%. If there is no operational award under the Consumers Energy Plan, then the annual award, if any, earned under this Plan will be reduced by 10%.

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. 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: March 21, 2012

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

Chief Financial Officer

**CONSUMERS ENERGY COMPANY**

Dated: March 21, 2012

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

Chief Financial Officer