

CMS ENERGY CORP
Form 8-K
November 25, 2013

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 20, 2013

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	IRS Employer Identification No.
1-9513	CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	38-2726431
1-5611	CONSUMERS ENERGY COMPANY (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	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)

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- 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 November 20, 2013, Consumers Energy Company (Consumers), a principal subsidiary of CMS Energy Corporation (CMS Energy), amended its Amended and Restated Receivables Purchase Agreement dated as of November 23, 2010 (the Purchase Agreement). The parties to the Purchase Agreement are listed in the Purchase Agreement, which was previously filed as Exhibit 10.34 to the Form 10-K filed February 24, 2011 and is incorporated herein by reference. The effect of this amendment, among other things, is to extend the term of the Consumers receivables financing facility until November 20, 2015.

The Bank of Nova Scotia has provided banking and underwriting services to Consumers in the ordinary course of business.

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amendment No. 5 to Amended and Restated Receivables Purchase Agreement dated as of November 20, 2013

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: November 25, 2013

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

CONSUMERS ENERGY COMPANY

Dated: November 25, 2013

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

Exhibit Index

10.1 Amendment No. 5 to Amended and Restated Receivables Purchase Agreement dated as of November 20, 2013
 ay/Year)4. Transaction Code
 (Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)
 (Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date
 (Month/Day/Year)7. Title and Amount of Underlying Securities
 (Instr. 3 and 4)8. Price of Derivative Security
 (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
 (Instr. 4)11. Nature of Indirect Beneficial Ownership
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Class B Common Stock ⁽¹¹⁾ ⁽¹¹⁾05/10/2018
 C⁽¹⁾ 556,218 ⁽¹¹⁾ ⁽¹¹⁾ Class A Common Stock 556,218 \$ 0 1,215,708 I See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ Class B Common
 Stock ⁽¹¹⁾ ⁽¹¹⁾05/10/2018 C⁽⁶⁾ 44,968 ⁽¹¹⁾ ⁽¹¹⁾ Class A Common Stock 44,968 \$ 0 1,170,740 I See footnotes ⁽²⁾ ⁽³⁾
⁽⁴⁾ ⁽¹²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Draper Fisher Jurvetson Fund VIII L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
DRAPER FISHER JURVETSON GROWTH FUND 2006 LP C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		
DRAPER FISHER JURVETION PARTNERS GROWTH FUND 2006 LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		

Signatures

/s/ John Fisher, Managing Director 05/14/2018

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the conversion of Class B Common Stock into Class A Common Stock held by Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund).
- (2) The General Partner of Draper Associates, L.P. (DALP) is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. (Fund VIII) and Draper Fisher Jurvetson Fund IX, L.P. (Fund IX).

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- (3) Timothy C. Draper and John H.N. Fisher are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Juvetson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Draper Fisher Juvetson Partners IX, LLC (Partners IX) invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper and John H.N. Fisher. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (4) John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Juvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Juvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey and Timothy C. Draper. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (5) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Fund to its partners or members and includes the subsequent distribution by Draper Fisher Juvetson Growth Fund 2006 Partners, L.P. (Growth Fund 2006 Partners) to its respective partners or members.
- (6) Represents the conversion of Class B Common Stock into Class A Common Stock held by Growth Partners.
- (7) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Partners to its partners or members.
- (8) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Growth Fund.
- (9) Shares held by Growth Fund 2006 Partners.
- (10) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Fund 2006 Partners to its partners or members.
- (11) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (12) Shares held by DALP.

Remarks:

This report is filed as form 2 of 2 to report related transactions for the following filers: Draper Fisher Juvetson Fund VIII, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.