

CMS ENERGY CORP
Form 8-K
March 14, 2008

**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 14, 2008**

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)
 - 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 March 14, 2008, Consumers Energy Company (Consumers) issued and sold \$250,000,000 principal amount of its 5.65 percent First Mortgage Bonds due 2018, pursuant to an effective shelf Registration Statement on Form S-3 (No 333-120611) and a Prospectus Supplement dated March 10, 2008 to a Prospectus dated December 1, 2004. Consumers will use the proceeds for general corporate purposes.

This Form 8-K is being filed to file certain documents in connection with that offering as exhibits to the Consumers Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement dated March 10, 2008 among Consumers Energy Company and Barclays Capital Inc., BNP Paribas Securities Corp., and Scotia Capital (USA) Inc., as representatives of the several underwriters named therein.
- 4.1 One Hundred and Eighth Supplemental Indenture dated as of March 14, 2008 between Consumers and The Bank of New York.
- 5.1 Opinion of Shelley J. Ruckman, Esq., Assistant General Counsel of Consumers, dated March 14, 2008, regarding the legality of the First Mortgage Bonds issued by Consumers.

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 each found in the MANAGEMENT S DISCUSSION AND ANALYSIS sections of CMS Energy s Form 10-K and Consumers Form 10-K each for the Year Ended December 31, 2007. CMS Energy s and Consumers FORWARD-LOOKING STATEMENTS AND INFORMATION and RISK FACTORS sections are incorporated herein by reference that discuss important factors that could cause CMS Energy s and Consumers 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 14, 2008

By: /s/ Thomas J. Webb

Thomas J. Webb
Executive Vice President and
Chief Financial Officer

CONSUMERS ENERGY COMPANY

Dated: March 14, 2008

By: /s/ Thomas J. Webb

Thomas J. Webb
Executive Vice President and
Chief Financial Officer