

CMS ENERGY CORP  
Form 8-K  
May 03, 2019

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) May 3, 2019

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

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☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company: CMS Energy Corporation ☐ Consumers Energy Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. CMS Energy Corporation ☐ Consumers Energy Company ☐

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                           | Trading Symbol(s) | Name of each exchange on which registered |
|-----------------------------------------------|-------------------|-------------------------------------------|
| CMS Energy Corporation Common Stock           | CMS               | New York Stock Exchange                   |
| 5.625% Junior Subordinated Notes due 2078     | CMSA              | New York Stock Exchange                   |
| 5.875% Junior Subordinated Notes due 2078     | CMSC              | New York Stock Exchange                   |
| 5.875% Junior Subordinated Notes due 2079     | CMSD              | New York Stock Exchange                   |
| Consumers Energy Company Cumulative Preferred | CMS-PB            | New York Stock Exchange                   |

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

On May 3, 2019, CMS Energy Corporation ( CMS Energy ) and Consumers Energy Company ( Consumers Energy ) announced the following management changes. As of May 16, 2019, Shaun M. Johnson will assume the position of senior vice president and general counsel of CMS Energy and Consumers Energy.

Johnson, age 40, has served as vice president and deputy general counsel of CMS Energy and Consumers Energy since 2016. Prior to that, Johnson served as director of the energy industry group for the law firm Dykema Gossett PLLC, specializing in public utilities, energy and taxation. He represented several public utility and energy clients throughout the United States and helped develop cost-effective business strategies and goals. Johnson holds a bachelor's degree from Saginaw Valley State University and a law degree from Michigan State University.

Catherine M. Reynolds will retire as General Counsel of CMS Energy and Consumers Energy as of May 16, 2019.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

**CMS ENERGY CORPORATION**

At the CMS Energy 2019 annual meeting of shareholders held on May 3, 2019, the shareholders of CMS Energy voted upon the proposals as described in its proxy statement dated March 21, 2019. The results of the shareholder votes are as follows.

1. Proposal to elect members to the CMS Energy board of directors. All of the nominees were elected with the votes for individual nominees as follows:

Number of Votes:

|                   | <u>FOR</u>  | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|-------------------|-------------|----------------|----------------|----------------------------|
| Jon E. Barfield   | 234,354,554 | 3,961,298      | 271,392        | 15,661,533                 |
| Deborah H. Butler | 238,097,933 | 248,512        | 240,799        | 15,661,533                 |
| Kurt L. Darrow    | 236,305,739 | 2,060,974      | 220,531        | 15,661,533                 |
| Stephen E. Ewing  | 237,719,103 | 650,056        | 218,085        | 15,661,533                 |
| William D. Harvey | 238,003,038 | 314,629        | 269,577        | 15,661,533                 |

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|                   |             |           |         |            |
|-------------------|-------------|-----------|---------|------------|
| Patricia K. Poppe | 238,096,660 | 305,043   | 185,541 | 15,661,533 |
| John G. Russell   | 236,167,584 | 2,208,273 | 211,387 | 15,661,533 |
| Suzanne F. Shank  | 237,982,058 | 314,395   | 290,791 | 15,661,533 |
| Myrna M. Soto     | 237,996,608 | 317,241   | 273,395 | 15,661,533 |
| John G. Sznewajs  | 238,104,519 | 208,970   | 273,755 | 15,661,533 |
| Laura H. Wright   | 238,171,055 | 233,547   | 182,642 | 15,661,533 |

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2. Non-binding advisory proposal to approve the compensation paid to CMS Energy's named executive officers, as disclosed in its proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the *Compensation Discussion and Analysis*, the compensation tables and the related narrative disclosure, was approved, with a vote as follows:

Number of Votes:

| <u>FOR</u>         | <u>AGAINST</u>  | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|--------------------|-----------------|----------------|----------------------------|
| 233,659,699<br>98% | 4,426,048<br>2% | 501,497        | 15,661,533                 |

3. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm to audit CMS Energy's financial statements for the year ending December 31, 2019 was approved, with a vote as follows:

Number of Votes:

| <u>FOR</u>  | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|-------------|----------------|----------------|----------------------------|
| 250,649,115 | 3,373,503      | 226,159        | 0                          |

4. Shareholder proposal relating to political contributions disclosure, more fully described in its proxy statement, was not approved, with a vote as follows:

Number of Votes:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|------------|----------------|----------------|----------------------------|
| 81,364,619 | 155,674,026    | 1,548,599      | 15,661,533                 |



**CONSUMERS ENERGY COMPANY**

At the concurrent Consumers Energy 2019 annual meeting of shareholders, the shareholders of Consumers Energy voted upon the proposals as described in its proxy statement dated March 21, 2019. The results of the shareholder votes are as follows.

- 1.** Proposal to elect members to the Consumers Energy board of directors. All of the nominees were elected with the votes for individual nominees as follows:

Number of Votes:

|                   | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|-------------------|------------|----------------|----------------|----------------------------|
| Jon E. Barfield   | 84,200,996 | 3,098          | 2,460          | 192,675                    |
| Deborah H. Butler | 84,200,705 | 3,189          | 2,660          | 192,675                    |
| Kurt L. Darrow    | 84,200,496 | 3,595          | 2,463          | 192,675                    |
| Stephen E. Ewing  | 84,200,346 | 3,545          | 2,663          | 192,675                    |
| William D. Harvey | 84,200,746 | 3,295          | 2,513          | 192,675                    |
| Patricia K. Poppe | 84,200,594 | 3,100          | 2,860          | 192,675                    |
| John G. Russell   | 84,200,404 | 3,687          | 2,463          | 192,675                    |
| Suzanne F. Shank  | 84,199,401 | 4,693          | 2,460          | 192,675                    |
| Myrna M. Soto     | 84,201,205 | 2,889          | 2,460          | 192,675                    |
| John G. Sznewajs  | 84,200,646 | 3,145          | 2,763          | 192,675                    |
| Laura H. Wright   | 84,200,605 | 2,989          | 2,960          | 192,675                    |

- 2.** Non-binding advisory proposal to approve the compensation paid to Consumers Energy's named executive officers, as disclosed in its proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the *Compensation Discussion and Analysis*, the compensation tables and the related narrative disclosure, was approved, with a vote as follows:

Number of Votes:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER<br/>NON-VOTE</u> |
|------------|----------------|----------------|----------------------------|
| 84,183,782 | 16,505         | 6,267          | 192,675                    |



3. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm to audit Consumers Energy's financial statements for the year ending December 31, 2019 was approved, with a vote as follows:

Number of Votes:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER</u><br><u>NON-VOTE</u> |
|------------|----------------|----------------|----------------------------------|
| 84,387,058 | 5,419          | 6,752          | 0                                |

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**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: May 3, 2019

By: /s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and Chief  
Compliance Officer

**CONSUMERS ENERGY COMPANY**

Dated: May 3, 2019

By: /s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and Chief  
Compliance Officer

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