

ITC Holdings Corp.  
Form 425  
April 16, 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): **April 16, 2013**

**ITC HOLDINGS CORP.**

(Exact Name of Registrant as Specified in its Charter)

Commission File Number: **001-32576**

**Michigan**  
(State of Incorporation)

**32-0058047**  
(IRS Employer Identification No.)

**27175 Energy Way, Novi, Michigan 48377**  
(Address of principal executive offices) (zip code)

**(248) 946-3000**

(Registrant's telephone number, including area code)

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**Not Applicable**

(Former name or former address, if changed since last report)

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

On April 16, 2013, ITC Holdings Corp. ( ITC ) held a special meeting of its shareholders in connection with that certain Merger Agreement, dated December 4, 2011, among Entergy Corporation, Mid South TransCo LLC ( TransCo ), ITC and ITC Midsouth LLC ( Merger Sub ), as amended by Amendment No. 1 to the Merger Agreement, dated September 21, 2012, and by Amendment No. 2 to the Merger Agreement, dated January 28, 2013, (the Merger Agreement ), pursuant to which Merger Sub will merge with and into TransCo, with TransCo surviving as a wholly owned subsidiary of ITC (the Merger ). At the special meeting, the following proposals were submitted to a vote of shareholders: (1) to approve the Merger Agreement (the Merger Proposal ), (2) to approve an amendment to the Amended and Restated Articles of Incorporation of ITC to increase the number of authorized shares of ITC common stock from 100,000,000 to 300,000,000 (the Amendment of Articles of Incorporation Proposal ), (3) to approve the issuance of ITC common stock pursuant to the Merger Agreement (the Stock Issuance Proposal ), (4) to approve, by non-binding advisory vote, certain compensation arrangements for the ITC s named executive officers in connection with the Merger contemplated by the Merger Agreement (the Merger-Related Executive Compensation Proposal ) and (5) to approve the adjournment or postponement of the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal, the Amendment of Articles of Incorporation Proposal and the Stock Issuance Proposal (the Adjournment Proposal ).

Each of the foregoing proposals is described in detail in the definitive proxy statement/prospectus filed by ITC with the Securities and Exchange Commission on February 27, 2013.

There were 52,272,984 shares entitled to vote at the meeting and a total of 45,562,566 shares were represented at the meeting. For each of the foregoing proposals, a quorum was present for the purpose of the vote. ITC s shareholders approved each of the Merger Proposal, the Amendment of Articles of Incorporation Proposal, the Stock the Issuance Proposal, the Merger-Related Executive Compensation Proposal and the Adjournment Proposal. The following is a summary of the voting results for each proposal:

**Proposal 1. Merger Proposal**

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,467,541 | 41,121        | 53,904      | 0                |

**Proposal 2. Amendment of Articles of Incorporation Proposal**

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,307,481 | 213,872       | 41,213      | 0                |

**Proposal 3. Stock Issuance Proposal**

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,424,427 | 98,066        | 40,073      | 0                |

**Proposal 4. Merger-Related Executive Compensation Proposal**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 23,490,337       | 17,435,267           | 4,636,961          | 0                       |

**Proposal 5. Adjournment Proposal**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 43,951,740       | 1,499,669            | 111,157            | 0                       |

**Item 8.01. Other Events.**

On April 16, 2013, ITC issued a press release announcing the results of its special meeting of shareholders held on April 16, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                     |
|------------------------|--|
| 99.1                   | ITC Holdings Corp. Press Release, dated April 16, 2013 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 16, 2013

ITC HOLDINGS CORP.

By: */s/ Daniel J. Oginsky*  
Daniel J. Oginsky  
Its: Senior Vice President and General Counsel

**EXHIBIT INDEX**

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