

CMS ENERGY CORP  
Form 8-K  
May 06, 2016

**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 6, 2016**

Commission  
File Number

1-9513

Registrant; State of Incorporation;  
Address; and Telephone Number

**CMS ENERGY CORPORATION**

(A Michigan Corporation)  
One Energy Plaza  
Jackson, Michigan 49201  
(517) 788-0550

IRS Employer  
Identification No.

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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.**

**CMS ENERGY CORPORATION**

At the 2016 annual meeting of shareholders held on May 6, 2016, the shareholders of CMS Energy Corporation ( CMS Energy ) voted upon three proposals as described in the CMS Energy Proxy Statement dated March 24, 2016. The results of the shareholder votes are as follows.

1. Proposal to elect twelve 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:

|                        | For         | Against    | Abstentions | Broker non-votes |
|------------------------|-------------|------------|-------------|------------------|
| Jon E. Barfield        | 228,317,553 | 369,600    | 327,916     | 16,633,042       |
| Deborah H. Butler      | 228,413,245 | 286,500    | 315,324     | 16,633,042       |
| Kurt L. Darrow         | 215,630,142 | 13,052,843 | 332,084     | 16,633,042       |
| Stephen E. Ewing       | 213,663,381 | 15,023,717 | 327,971     | 16,633,042       |
| Richard M. Gabrys      | 224,348,067 | 4,336,932  | 330,070     | 16,633,042       |
| William D. Harvey      | 215,629,116 | 13,057,896 | 328,057     | 16,633,042       |
| Philip R. Lochner, Jr. | 225,136,709 | 3,543,297  | 335,063     | 16,633,042       |
| Patricia K. Poppe      | 228,241,659 | 446,376    | 327,034     | 16,633,042       |
| John G. Russell        | 217,718,709 | 10,525,360 | 771,000     | 16,633,042       |
| Myrna M. Soto          | 228,380,692 | 309,470    | 324,907     | 16,633,042       |
| John G. Sznewajs       | 228,380,868 | 301,578    | 332,623     | 16,633,042       |
| Laura H. Wright        | 228,433,618 | 263,371    | 318,080     | 16,633,042       |

2. Non-binding advisory proposal to approve the compensation paid to CMS Energy's named executive officers, as disclosed in the 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:

| For         | Against    | Abstentions | Broker non-votes |
|-------------|------------|-------------|------------------|
| 211,969,497 | 16,485,793 | 559,779     | 16,633,042       |
| 93%         | 7%         |             |                  |



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, 2016 was approved, with a vote as follows:

Number of Votes:

| For         | Against   | Abstentions | Broker non-votes |
|-------------|-----------|-------------|------------------|
| 244,269,643 | 1,005,067 | 373,401     | 0                |

**CONSUMERS ENERGY COMPANY**

Consumers Energy Company ( Consumers Energy ) did not solicit proxies for the matters submitted to votes at the contemporaneous May 6, 2016 Consumers Energy annual meeting of shareholders. All 84,108,789 shares of Consumers Energy common stock held by CMS Energy were voted in favor of electing the above-named individuals as directors of Consumers Energy and in favor of the ratification of 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, 2016. None of the 373,148 shares of Consumers Energy preferred stock were voted at the Consumers Energy annual meeting of shareholders.

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

As announced on January 26, 2016, Patricia Poppe will succeed John Russell as CMS Energy and Consumers Energy president and chief executive officer, effective July 1. On May 5, 2016, the Compensation Committee of the Board of Directors approved (i) a base salary for Poppe of \$950,000 annually and (ii) an increase in her standard award percentage under the CMS Energy Incentive Compensation Plan to 100% of her base salary. These changes will be effective upon her assumption of her new positions.

**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.

Dated: May 6, 2016 By: CMS ENERGY CORPORATION  
/s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and  
Chief Compliance Officer

Dated: May 6, 2016 By: CONSUMERS ENERGY COMPANY  
/s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and  
Chief Compliance Officer