

ITC Holdings Corp.  
Form 8-K  
April 12, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 9, 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

**Amendment to ITC Great Plains, LLC Revolving Credit Agreement**

On April 9, 2013, ITC Great Plains, LLC ( ITC Great Plains ), an indirect wholly-owned subsidiary of ITC Holdings Corp., entered into an amendment (the Amendment ) to its Revolving Credit Agreement, dated as of February 16, 2011 with the various financial institutions and other persons from time to time parties thereto as lenders and Credit Suisse AG, Cayman Islands Branch, as administrative agent for the Lenders. The Amendment permits ITC Great Plains to issue secured mortgage bonds as long as the net tangible assets of ITC Great Plains shall be at least 150% of the aggregate principal amount of all such secured mortgage bonds.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment. A copy of the Amendment is attached hereto as Exhibit 10.116 and incorporated herein by reference as though fully set forth herein.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

10.116 Amendment to ITC Great Plains Revolving Credit Agreement, dated as of April 9, 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 12, 2013

ITC HOLDINGS CORP.

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