

ITC Holdings Corp.  
Form 8-K  
May 20, 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): **May 14, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****Approval of Executive Salary Adjustments**

On May 14, 2013, the Compensation Committee (the Committee) of the Board of Directors of ITC Holdings Corp. (the Company) approved changes to the base salaries of the Company's named executive officers, as defined in the Company's most recent annual meeting proxy statement, effective immediately. The changes were as follows:

| Name              | Title  | Prior Salary | New Salary |
|-------------------|--|--------------|------------|
| Joseph L. Welch   | President and Chief Executive Officer                | \$ 946,400   | \$ 984,000 |
| Linda H. Blair    | Executive Vice President and Chief Business Officer  | \$ 524,000   | \$ 591,000 |
| Cameron M. Bready | Executive Vice President and Chief Financial Officer | \$ 504,000   | \$ 569,000 |
| Jon E. Jipping    | Executive Vice President and Chief Operating Officer | \$ 464,000   | \$ 483,000 |
| Daniel J. Oginsky | Senior Vice President and General Counsel            | \$ 325,000   | \$ 385,000 |

**Approval of Bonuses**

On May 14, 2013, the Committee approved payment of discretionary cash bonuses to substantially all of the Company's employees, including its named executive officers, in connection with the Hugo to Valliant transmission line project being placed into service. The estimated amounts of the cash bonuses payable to the named executive officers are set forth in the table below. As in past years, the final bonus amounts for all recipients will be determined immediately prior to the time of payment by dividing the discretionary bonus pool proportionately among the recipients based upon their respective shares of the 2013 annual corporate performance bonus pool. Final bonus amounts for the named executive officers will be disclosed in the Company's 2014 annual meeting proxy statement.

| Name              | Title  | Bonus     |
|-------------------|--|-----------|
| Joseph L. Welch   | President and Chief Executive Officer                | \$ 41,341 |
| Linda H. Blair    | Executive Vice President and Chief Business Officer  | \$ 18,312 |
| Cameron M. Bready | Executive Vice President and Chief Financial Officer | \$ 17,613 |
| Jon E. Jipping    | Executive Vice President and Chief Operating Officer | \$ 16,215 |
| Daniel J. Oginsky | Senior Vice President and General Counsel            | \$ 11,357 |

**Amendment to Executive Supplemental Retirement Plan**

On May 14, 2013, the Committee approved an amendment to the Company's Executive Supplemental Retirement Plan (ESRP), which provides notional account accruals similar to the cash balance component of the Company's qualified retirement plan to designated executives of the Company, including without limitation the named executive officers. The amendment addressed certain issues relating to the administration of the ESRP, including changes that provide the Committee with flexibility to make grants to participants of compensation credits and service credits and with respect to the timing of certain tax payments, all intended to allow it to ensure participants are treated fairly and consistently with the purpose of the ESRP.

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

At the Company's annual meeting of shareholders held on May 15, 2013, the shareholders (a) reelected all nine of the directors nominated for election, (b) approved, by a non-binding vote, the compensation of the named executive officers, (c) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for the fiscal year ended December 31, 2013, and (d) approved a shareholder proposal regarding majority voting in the case of uncontested director elections. The following table sets forth the results of the voting at the meeting.

| Nominee                     | For        | Withheld  | Broker Non-Votes |
|-----------------------------|------------|-----------|------------------|
| Christopher H. Franklin     | 44,585,043 | 171,294   | 3,230,530        |
| Edward G. Jepsen            | 44,456,581 | 299,756   | 3,230,530        |
| William J. Museler          | 43,411,433 | 1,344,904 | 3,230,530        |
| Hazel R. O'Leary            | 43,398,868 | 1,357,469 | 3,230,530        |
| Thomas G. Stephens          | 38,801,232 | 5,955,105 | 3,230,530        |
| Gordon Bennett Stewart, III | 44,451,340 | 304,997   | 3,230,530        |
| Lee C. Stewart              | 44,422,421 | 333,916   | 3,230,530        |
| J.C. Watts, Jr.             | 43,325,810 | 1,430,527 | 3,230,530        |
| Joseph L. Welch             | 43,876,158 | 880,179   | 3,230,530        |

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| <b>Proposal</b>  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|----------------|-------------------------|
| Approval, by non-binding vote, of compensation of named executive officers | 27,899,429 | 16,659,298     | 197,609        | 3,230,530               |

| <b>Proposal</b>                                      | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|----------------|-------------------------|
| Ratification of appointment of Deloitte & Touche LLP | 47,208,847 | 738,194        | 39,826         |                         |

| <b>Proposal</b>  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|----------------|-------------------------|
| Shareholder proposal regarding majority voting in the case of uncontested Director elections | 33,269,842 | 11,354,232     | 132,262        | 3,230,530               |

**Item 8.01 Other Events.**

**Declaration of Dividend**

On May 15, 2013, the Board of Directors of the Company declared a quarterly cash dividend of \$0.3775 per common share, payable on June 17, 2013 to shareholders of record on June 3, 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.

May 20, 2013

ITC HOLDINGS CORP.

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