
**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) **October 25, 2018**

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	IRS Employer Identification No.
1-9513	CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	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:

- 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

Item 2.02. Results of Operations and Financial Condition.

On October 25, 2018, CMS Energy Corporation (“CMS Energy”) issued a News Release, in which it announced its 2018 third quarter results. Attached as Exhibit 99.1 to this report and incorporated herein by reference is a copy of the CMS Energy News Release, furnished as a part of this report.

Exhibit 99.1 contains certain financial measures that are considered “non-GAAP financial measures” as defined in Securities and Exchange Commission rules. Other than forward-looking earnings guidance, Exhibit 99.1 contains a reconciliation of these non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States. CMS Energy provides forward-looking earnings guidance on an adjusted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items. Because CMS Energy is not able to estimate the impact of specific line items, which have the potential to significantly impact reported earnings in future periods, Exhibit 99.1 does not contain reported earnings guidance nor a reconciliation for the comparable future period earnings. Management views adjusted earnings as a key measure of the company’s present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. All references to earnings per share are on a diluted basis.

Item 7.01. Regulation FD Disclosure.

The information set forth in the CMS Energy News Release dated October 25, 2018, attached as Exhibit 99.1, is incorporated by reference in response to this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

99.1 [CMS Energy News Release dated October 25, 2018](#)

Exhibit Index

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: October 25, 2018

CMS ENERGY CORPORATION

By: /s/ Rejji P. Hayes
Rejji P. Hayes
Executive Vice President and
Chief Financial Officer

Dated: October 25, 2018

CONSUMERS ENERGY COMPANY

By: /s/ Rejji P. Hayes
Rejji P. Hayes
Executive Vice President and
Chief Financial Officer



News Release

CMS ENERGY ANNOUNCES THIRD QUARTER EARNINGS OF \$0.59 PER SHARE, RAISES 2018 GUIDANCE AND INTRODUCES 2019 GUIDANCE

JACKSON, Mich., October 25, 2018 — CMS Energy announced today reported net income of \$169 million, or \$0.59 per share, for the third quarter of 2018. For the first nine months of the year, the company announced reported net income available to common stockholders of \$549 million or \$1.94 per share, and adjusted earnings per share of \$1.93. The company raised its guidance for 2018 adjusted earnings per share to \$2.31 - \$2.34 per share (**See below for important information about non-GAAP measures*). Additionally, CMS Energy introduced 2019 adjusted earnings per share guidance of \$2.46 to \$2.50, reflecting continued growth of 6 to 8 percent.

“With strong operational and financial performance year-to-date, we are confident in our ability to continue to produce consistent, industry-leading results,” said Patti Poppe, President and CEO of CMS Energy and Consumers Energy. “Our mindset remains focused on finishing this year strong with an eye toward the future. Looking ahead to 2019 and beyond, our long-term adjusted EPS growth remains at 6 to 8 percent with a bias toward the midpoint. Our EPS and dividend growth rates offer one of the best total shareholder returns in the industry.”

CMS Energy noted several accomplishments in the third quarter:

- Replacing a record level of vintage gas service lines statewide improving safety and reliability for the residents of Michigan
- Continuing work on our multi-year, \$800-million upgrade to the Ludington Pumped Hydro Storage Facility which will increase the plant’s generating capacity by 50 MW a unit, for a total summer capacity of nearly 2,300 MW
- Donating \$2 million to date in low-income heating assistance to keep families in Michigan safe and warm this winter season

“I’m proud of the team and the results we are delivering for our customers and investors,” said Poppe.

CMS Energy (NYSE: CMS) is a Michigan-based company that has an electric and natural gas utility, Consumers Energy, as its primary business and also owns and operates independent power generation businesses.

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CMS Energy will hold a webcast to discuss its 2018 third quarter results and provide a business and financial outlook on October 25 at 8:30 AM (EDT). To participate in the Webcast, go to CMS Energy's home page (www.cmsenergy.com) and select "Investor Meeting."

Important information for investors about non-GAAP measures and other disclosures.

*This news release contains non-Generally Accepted Accounting Principles (non-GAAP) measures, such as adjusted earnings per share. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items detailed in the attached summary financial statements. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings.

This news release contains "forward-looking statements." The forward-looking statements are subject to risks and uncertainties that could cause CMS Energy's and Consumers Energy's results to differ materially. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in CMS Energy's and Consumers Energy's Securities and Exchange Commission filings.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution.

For more information on CMS Energy, please visit our website at www.cmsenergy.com. To sign up for email alert notifications, please visit the Investor Relations section of our website.

Media Contacts: Katie Carey, 517/788-2395 or Brian Wheeler, 517/788-2394

Investment Analyst Contact: CMS Energy Investor Relations, 517/788-2590

CMS ENERGY CORPORATION
Consolidated Statements of Income
(Unaudited)

	In Millions, Except Per Share Amounts			
	Three Months Ended		Nine Months Ended	
	9/30/18	9/30/17	9/30/18	9/30/17
Operating revenue	\$ 1,599	\$ 1,527	\$ 5,044	\$ 4,805
Operating expenses	1,305	1,197	4,132	3,846
Operating Income	294	330	912	959
Other income	22	10	73	33
Interest charges	114	111	337	328
Income Before Income Taxes	202	229	648	664
Income tax expense	33	57	98	200
Net Income	169	172	550	464
Income attributable to noncontrolling interests	—	—	1	1
Net Income Available to Common Stockholders	\$ 169	\$ 172	\$ 549	\$ 463
Basic Earnings Per Average Common Share	\$ 0.60	\$ 0.61	\$ 1.95	\$ 1.65
Diluted Earnings Per Average Common Share	0.59	0.61	1.94	1.65

CMS ENERGY CORPORATION
Summarized Consolidated Balance Sheets
(Unaudited)

	In Millions	
	As of	
	9/30/18	12/31/17
Assets		
Current assets		
Cash and cash equivalents	\$ 323	\$ 182
Restricted cash and cash equivalents	42	17
Other current assets	2,009	2,276
Total current assets	2,374	2,475
Non-current assets		
Plant, property, and equipment	17,790	16,761
Other non-current assets	3,749	3,814
Total Assets	\$ 23,913	\$ 23,050
Liabilities and Equity		
Current liabilities (1)	\$ 1,192	\$ 1,511
Non-current liabilities (1)	6,741	6,574
Capitalization		
Debt, capital leases, and financing obligation (excluding securitization debt) (2)		
Debt, capital leases, and financing obligation (excluding non-recourse and securitization debt)	9,370	8,940
Non-recourse debt	1,534	1,245
Total debt, capital leases, and financing obligation (excluding securitization debt)	10,904	10,185
Noncontrolling interests	37	37
Common stockholders' equity	4,749	4,441
Total capitalization (excluding securitization debt)	15,690	14,663
Securitization debt (2)	290	302
Total Liabilities and Equity	\$ 23,913	\$ 23,050

(1) Excludes debt, capital leases, and financing obligation.

(2) Includes current and non-current portions.

CMS ENERGY CORPORATION
Summarized Consolidated Statements of Cash Flows
(Unaudited)

	In Millions	
	Nine Months Ended	
	9/30/18	9/30/17
Beginning of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 204	\$ 257
Net cash provided by operating activities	1,565	1,199
Net cash used in investing activities	(1,815)	(1,354)
Cash flows from operating and investing activities	(250)	(155)
Net cash provided by financing activities	412	71
Total Cash Flows	\$ 162	\$ (84)
End of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 366	\$ 173

CMS ENERGY CORPORATION
Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
(Unaudited)

	In Millions, Except Per Share Amounts			
	Three Months Ended		Nine Months Ended	
	9/30/18	9/30/17	9/30/18	9/30/17
Net Income Available to Common Stockholders	\$ 169	\$ 172	\$ 549	\$ 463
<i>Reconciling items:</i>				
Discontinued operations (income) loss	(*)	*	(*)	*
Restructuring costs and other	*	1	1	3
Tax impact	(*)	(*)	(*)	(1)
Gain on assets previously sold	—	—	(4)	—
Tax impact	—	—	1	—
Adjusted net income — non-GAAP	<u>\$ 169</u>	<u>\$ 173</u>	<u>\$ 547</u>	<u>\$ 465</u>
Average Common Shares Outstanding				
Basic	282.5	280.8	282.1	279.8
Diluted	283.2	281.6	282.8	280.6
Basic Earnings Per Average Common Share				
Reported net income per share	\$ 0.60	\$ 0.61	\$ 1.95	\$ 1.65
<i>Reconciling items:</i>				
Discontinued operations (income) loss	(*)	*	(*)	*
Restructuring costs and other	*	0.01	*	0.01
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	—	—	(0.01)	—
Tax impact	—	—	*	—
Adjusted net income per share — non-GAAP	<u>\$ 0.60</u>	<u>\$ 0.62</u>	<u>\$ 1.94</u>	<u>\$ 1.66</u>
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.59	\$ 0.61	\$ 1.94	\$ 1.65
<i>Reconciling items:</i>				
Discontinued operations (income) loss	(*)	*	(*)	*
Restructuring costs and other	*	0.01	*	0.01
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	—	—	(0.01)	—
Tax impact	—	—	*	—
Adjusted net income per share — non-GAAP	<u>\$ 0.59</u>	<u>\$ 0.62</u>	<u>\$ 1.93</u>	<u>\$ 1.66</u>

* Less than \$0.5 million or \$0.01 per share.

Management views adjusted (non-Generally Accepted Accounting Principles) earnings as a key measure of the Company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the Company uses adjusted earnings to measure and assess performance. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items detailed in these summary financial statements. Adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.