

**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 15, 2023**

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address; and Telephone Number</u>	<u>IRS Employer Identification No.</u>
1-9513	<b>CMS ENERGY CORPORATION</b> (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	38-2726431
1-5611	<b>CONSUMERS ENERGY COMPANY</b> (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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
CMS Energy Corporation Common Stock, \$0.01 par value	CMS	New York Stock Exchange
CMS Energy Corporation 5.625% Junior Subordinated Notes due 2078	CMSA	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2078	CMSC	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2079	CMSD	New York Stock Exchange
CMS Energy Corporation, Depositary Shares, each representing a 1/1,000th interest in a share of 4.200% Cumulative Redeemable Perpetual Preferred Stock, Series C	CMS PRC	New York Stock Exchange
Consumers Energy Company Cumulative Preferred Stock, \$100 par value: \$4.50 Series	CMS-PB	New York Stock Exchange

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

Effective as of May 15, 2023, Ralph Izzo has been elected to the Boards of Directors (“Boards”) of CMS Energy Corporation (“CMS Energy”) and its principal subsidiary, Consumers Energy Company (“Consumers Energy”). Izzo has been appointed to serve on the Audit and Finance Committees of the Boards.

Prior to his election, and pursuant to CMS Energy’s and Consumers Energy’s Amended and Restated Bylaws, each of the Boards increased its authorized membership from eleven to twelve members.

Izzo retired in September 2022 as the Chairman, President and CEO of Public Service Enterprise Group Incorporated (“PSEG”), a publicly traded diversified energy holding company, a position he held from April 2007. He served from September 2022 until December 2022 as Executive Chair of PSEG. Izzo joined Public Service Electric and Gas Company (“PSE&G”), an operating subsidiary of PSEG, in 1992, and held several executive positions within the PSEG family of companies.

Izzo has no prior relationships with CMS Energy or Consumers Energy and there are no arrangements or understandings between Izzo and CMS Energy or Consumers Energy pursuant to which Izzo was elected as a director.

In connection with his election to the Boards, Izzo will enter into Director Indemnification Agreements with CMS Energy and Consumers Energy, effective May 15, 2023. In connection with his election to the CMS Energy Board, on May 15, 2023, Izzo will receive a restricted stock grant, in the amount of \$160,000, the annual restricted stock grant provided to non-employee directors in accordance with the CMS Energy Performance Incentive Stock Plan, which description is incorporated herein by reference. Going forward, Izzo will be compensated as described in the proxy statement for CMS Energy’s Annual Meeting of Shareholders held on May 5, 2023, which description is incorporated herein by reference.

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

(d) Exhibits.

**Exhibit Index**

[99.1 CMS Energy News Release dated May 15, 2023](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document).

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**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 15, 2023

**CMS ENERGY CORPORATION**

By: /s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and Chief Compliance Officer

Dated: May 15, 2023

**CONSUMERS ENERGY COMPANY**

By: /s/ Melissa M. Gleespen  
Melissa M. Gleespen  
Vice President, Corporate Secretary and Chief Compliance Officer

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# NEWS RELEASE

The CMS Energy logo features the company name in a sans-serif font, with a stylized green and yellow swoosh element above the text.

## **CMS Energy Announces Ralph Izzo to Join Board of Directors**

JACKSON, Mich., May 15, 2023 – Ralph Izzo, retired chairman, president and CEO of Public Service Enterprise Group (PSEG), has been elected to the CMS Energy and Consumers Energy boards of directors effective May 15, 2023. He has more than 30 years in the energy field, including general management, strategic planning and public policy. Izzo also is an influential voice for clean energy.

PSEG is a publicly traded diversified energy holding company. Izzo served as PSEG’s executive chair, president and chief operating officer and was a member of its board of directors from 2007 until 2022. Previously, Izzo was president and chief operating officer of Public Service Electric and Gas Company (PSE&G), an operating subsidiary of PSEG. Izzo joined PSE&G in 1992 and held several executive positions within the PSEG family of companies.

Izzo holds Bachelor of Science and Master of Science degrees in mechanical engineering and a Doctorate in applied physics from Columbia University. He also holds a Master of Business Administration (MBA) from Rutgers Business School.



Izzo serves on several boards and committees, including Ovintiv Inc, the Bank of New York Mellon and TerraPower, a nuclear innovation company. He is a member of the U.S. Department of Energy's Fusion Energy Sciences Advisory Committee and the Liberty Science Center board of trustees. Izzo is also involved in several educational and community organizations.

Izzo will serve on the Audit Committee and Finance Committee for each of the CMS Energy and Consumers Energy boards.

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

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