

ITC Holdings Corp.  
Form 8-K  
October 28, 2016

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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 26, 2016

ITC Holdings Corp.

(Exact name of registrant as specified in its charter)

Michigan

001-32576

32-0058047

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

27175 Energy Way, Novi, Michigan

48377

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

248-946-3000

Not Applicable

Former name or former address, if changed since last report

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))

**Top of the Form**

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

On October 26, 2016, Rejji P. Hayes, Executive Vice President and Chief Financial Officer of ITC Holdings Corp. (the "Company"), delivered to the Company his resignation, effective November 25, 2016.

On October 27, 2016, the Board of Directors appointed the Company's Vice President and Treasurer, Gretchen L. Holloway, to serve as Vice President, Chief Financial Officer and Treasurer on an interim basis, effective immediately. Ms. Holloway, age 42, has served in a variety of financial positions since joining the Company in 2004, including her immediate past position, in which she has served since May 2016. Ms. Holloway served from November 2015 until May 2016 as Vice President, Finance and Treasurer of the Company. In that role and her immediate past role, she was responsible for all treasury and corporate planning activities including cash management and as the Company's liaison with the investment banking community and rating agencies. Ms. Holloway served from February 2015 to November 2015 as Vice President, Finance of the Company, where she was responsible for corporate finance activities including oversight of the budget and forecast processes and other financial analysis. Prior to her role as Vice President, Finance of the Company, Ms. Holloway served from June 2010 until February 2015 as Director, Special Projects & Investor Relations of the Company, where she was responsible for supporting the sourcing, evaluation and execution of mergers and acquisitions and implementing investor relations strategies and objectives. Prior to joining the Company, Ms. Holloway held various finance positions at CMS Energy and served as a financial consultant at Arthur Andersen. Ms. Holloway holds a Bachelor in Business Administration degree in finance from Western Michigan University.

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**Top of the Form**

**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.

ITC Holdings Corp.

*October 28, 2016*

By: */s/ Christine Mason Soneral*

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*Name: Christine Mason Soneral*

*Title: Senior Vice President and General Counsel*