

ITC Holdings Corp.  
Form S-8 POS  
August 21, 2015

As filed with the Securities and Exchange Commission on August 21, 2015

Registration No. 333-126943

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**ITC HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Its Charter)

**Michigan**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**32-0058047**  
(I.R.S. Employer  
Identification No.)

27175 Energy Way

Novi, Michigan 48377

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(248) 946-3000

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Amended and Restated 2003 Stock Purchase and Option Plan  
for Key Employees of ITC Holdings Corp. and its Subsidiaries**

(Full Title of the Plan)

**Christine Mason Soneral, Esq.  
Senior Vice President and General Counsel  
ITC Holdings Corp.**

**27175 Energy Way**

**Novi, Michigan 48377**

**(248) 946-3000**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:**

**Mark A. Metz**

Dykema Gossett PLLC

39577 Woodward Avenue, Suite 300

Bloomfield Hills, Michigan 48304

(248) 203-0700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**EXPLANATORY NOTE**

ITC Holdings Corp. (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to withdraw and remove from registration the unissued and unsold securities under the Company's Amended and Restated 2003 Stock Purchase and Option Plan for Key Employees (the Plan) previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 28, 2005 (No. 333-126943) (the Registration Statement). The Registration Statement registered up to 11,762,427 shares (adjusted for subsequent split) of the Company's common stock, without par value, issuable to participants in the Plan. The Plan has terminated, and all rights to purchase shares under the Plan have been exercised or have expired.

In accordance with the undertaking contained in the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of common stock that remain unissued and unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Novi, State of Michigan on this 19th day of August, 2015.

**ITC HOLDINGS CORP.**

By: /s/ Joseph L. Welch  
Joseph L. Welch  
Chairman, President and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of ITC Holdings Corp., do hereby constitute and appoint Joseph L. Welch, Rejji P. Hayes and Christine Mason Soneral, or any of them, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on August 19, 2015.

| <b>Signature</b>                                       | <b>Title</b>  |
|--|---|
| /s/ JOSEPH L. WELCH<br>Joseph L. Welch                 | Chairman, President and Chief Executive Officer (Principal Executive Officer)   |
| /s/ REJJI P. HAYES<br>Rejji P. Hayes                   | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ ALBERT ERNST<br>Albert Ernst                       | Director  |
| /s/ CHRISTOPHER H. FRANKLIN<br>Christopher H. Franklin | Director  |
| /s/ EDWARD G. JEPSEN<br>Edward G. Jepsen               | Director  |
| /s/ DAVID R. LOPEZ<br>David R. Lopez                   | Director  |

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/s/ HAZEL R. O LEARY  
Hazel R. O Leary

Director

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/s/ THOMAS G. STEPHENS  
Thomas G. Stephens

Director

/s/ GORDON BENNETT STEWART III  
Gordon Bennett Stewart III

Director

/s/ LEE C. STEWART  
Lee C. Stewart

Director