

Consumers 2014 Securitization Funding LLC
Form 8-K
July 16, 2014

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): **July 14, 2014**

| Commission File Number | Registrant; State of Incorporation; Address; and Telephone Number | IRS Employer Identification No. |
|-----------------------------------|---|--|
| 333-195654-01 | CONSUMERS 2014 SECURITIZATION FUNDING LLC (Delaware) One Energy Plaza Jackson, Michigan 49201 (517) 788-1030 | 46-5038143 |
| 333-195654 | CONSUMERS ENERGY COMPANY (Depositor and Sponsor) (Michigan) One Energy Plaza Jackson, Michigan 49201 | 38-0442310 |

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(517) 788-0550

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 8.01. Other Events.

The registrants are filing the exhibits listed in Item 9.01(d) below in connection with the issuance by Consumers 2014 Securitization Funding LLC of its Senior Secured Securitization Bonds, Series 2014A (the Bonds) as described in the Preliminary Prospectus Supplement dated July 9, 2014 and the Prospectus Supplement dated July 14, 2014. It is anticipated that the Bonds will be issued on July 22, 2014.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated July 14, 2014, among Consumers 2014 Securitization Funding LLC, Consumers Energy Company, Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters |
| 3.2 | Amended and Restated Limited Liability Company Agreement, to be dated as of July 22, 2014, of Consumers 2014 Securitization Funding LLC |
| 4.1 | Indenture, to be dated as of July 22, 2014, by and between Consumers 2014 Securitization Funding LLC and The Bank of New York Mellon, as Indenture Trustee and Securities Intermediary |
| 99.1 | Securitization Property Servicing Agreement, to be dated as of July 22, 2014, by and between Consumers 2014 Securitization Funding LLC and Consumers Energy Company, as servicer |
| 99.2 | Securitization Property Purchase and Sale Agreement, to be dated as of July 22, 2014, by and between Consumers 2014 Securitization Funding LLC and Consumers Energy Company, as seller |
| 99.3 | Administration Agreement, to be dated as of July 22, 2014, by and between Consumers 2014 Securitization Funding LLC and Consumers Energy Company, as administrator |
| 99.7 | Series Supplement, to be dated as of July 22, 2014, by and between Consumers 2014 Securitization Funding LLC and The Bank of New York Mellon, as Indenture Trustee |
| 99.8 | Intercreditor Agreement, to be dated as of July 22, 2014, among The Bank of Nova Scotia, Liberty Street Funding LLC, The Bank of New York Mellon, Consumers Funding LLC, Consumers 2014 Securitization Funding LLC, Consumers Receivables Funding II, LLC and Consumers Energy Company |

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.

CONSUMERS 2014 SECURITIZATION FUNDING LLC

By: /s/ DV Rao
Name: Venkat Dhenuvakonda Rao
Title: President, Chief Executive Officer, Chief
Financial Officer and Treasurer

CONSUMERS ENERGY COMPANY

By: /s/ DV Rao
Name: Venkat Dhenuvakonda Rao
Title: Vice President and Treasurer

Dated: July 16, 2014

EXHIBIT INDEX

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