

Edgar Filing: ITC Holdings Corp. - Form 425

ITC Holdings Corp.  
Form 425  
February 15, 2013

Filed by ITC Holdings Corp. Pursuant to Rule 425 under the  
Securities Act of 1933 and deemed filed pursuant  
to Rule 14a-12 under the Securities Exchange Act of 1934  
Subject Company: ITC Holdings Corp.  
Commission File No. 001-32576

**ITC and Entergy Arkansas File Transaction in Missouri**

*Continues multistate wave of regulatory filings*

ITC Holdings Corp. (ITC) affiliates and Entergy Arkansas filed a joint application on Thursday with the Missouri Public Service Commission that would allow the companies to spin off Entergy transmission assets located in Missouri and merge them into a new subsidiary of ITC.

To date, filings have been made in Louisiana, New Orleans, Arkansas, Mississippi, and with the Federal Energy Regulatory Commission. The one remaining filing will be made with the Public Utility Commission of Texas in the near future. The ITC / Entergy transaction must be reviewed and approved by ITC shareholders, as well as local and federal regulators.

While Entergy Arkansas serves no retail customers in Missouri, the company owns about 90 miles of transmission and other facilities that are used to furnish wholesale electric service to various cities and electric cooperatives in the state. The facilities are located in Dunklin, New Madrid, Oregon, Pemiscot and Taney counties.

As with earlier filings, the Missouri application makes the case that the independent transmission company business model proposed by the Entergy operating companies and ITC will yield greater financial strength and flexibility to finance maintenance and improvements to the grid while building on the benefits of the Entergy's move to MISO.

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### **ITC Forward-Looking Information**

This document and the exhibits hereto contain certain statements that describe ITC Holdings Corp. ( ITC ) management 's beliefs concerning future business conditions and prospects, growth opportunities and the outlook for ITC 's business, including ITC 's business and the electric transmission industry based upon information currently available. Such statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Wherever possible, ITC has identified these forward-looking statements by words such as anticipates , believes , intends , estimates , expects , projects and similar phrases. These forward-looking statements are based upon assumptions ITC management believes are reasonable. Such forward-looking statements are subject to risks and uncertainties which could cause ITC 's actual results, performance and achievements to differ materially from those expressed in, or implied by, these statements, including, among other things, (a) the risks and uncertainties disclosed in ITC 's annual report on Form 10-K and ITC 's quarterly reports on Form 10-Q filed with the Securities and Exchange Commission (the SEC ) from time to time and (b) the following transactional factors (in addition to others described elsewhere in this document, in the preliminary proxy statement/prospectus included in the registration statement on Form S-4 that ITC filed with the SEC on September 25, 2012 in connection with the proposed transactions, and in subsequent filings with the SEC): (i) risks inherent in the contemplated transaction, including: (A) failure to obtain approval by the Company 's shareholders; (B) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms; (C) the ability to obtain the required financings; (D) delays in consummating the transaction or the failure to consummate the transactions; and (E) exceeding the expected costs of the transactions; (ii) legislative and regulatory actions, and (iii) conditions of the capital markets during the periods covered by the forward-looking statements.

Because ITC 's forward-looking statements are based on estimates and assumptions that are subject to significant business, economic and competitive uncertainties, many of which are beyond ITC 's control or are subject to change, actual results could be materially different and any or all of ITC 's forward-looking statements may turn out to be wrong. They speak only as of the date made and can be affected by assumptions ITC might make or by known or unknown risks and uncertainties. Many factors mentioned in this document and the exhibits hereto and in ITC 's annual and quarterly reports will be important in determining future results. Consequently, ITC cannot assure you that ITC 's expectations or forecasts expressed in such forward-looking statements will be achieved. Actual future results may vary materially. Except as required by law, ITC undertakes no obligation to publicly update any of ITC 's forward-looking or other statements, whether as a result of new information, future events, or otherwise.

The transaction is subject to certain conditions precedent, including regulatory approvals, approval of ITC 's shareholders and the availability of financing. ITC cannot provide any assurance that the proposed transactions related thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

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**Additional Information and Where to Find It**

On September 25, 2012, ITC filed a registration statement on Form S-4 (Registration No. 333-184073) with the SEC registering shares of ITC common stock to be issued to Entergy shareholders in connection with the proposed transactions, but this registration statement has not become effective. This registration statement includes a proxy statement of ITC that also constitutes a prospectus of ITC, and will be sent to ITC shareholders. In addition, TransCo will file a registration statement with the SEC registering TransCo common units to be issued to Entergy shareholders in connection with the proposed transactions. Entergy shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and the proxy statement/prospectus to be included in the TransCo registration statement (when available) and any other relevant documents, because they contain important information about ITC, TransCo and the proposed transactions. ITC shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and any other relevant documents because they contain important information about TransCo and the proposed transactions. The proxy statement/prospectus and other documents relating to the proposed transactions (when they are available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). The documents, when available, can also be obtained free of charge from Entergy upon written request to Entergy Corporation, Investor Relations, P.O. Box 61000 New Orleans, LA 70161 or by calling Entergy's Investor Relations information line at 1-888- ENTERGY (368-3749), or from ITC upon written request to ITC Holdings Corp., Investor Relations, 27175 Energy Way, Novi, MI 48377 or by calling 248-946-3000.

This communication is not a solicitation of a proxy from any security holder of ITC. However, Entergy, ITC and certain of their respective directors and executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from shareholders of ITC in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Entergy, may be found in its 2011 Annual Report on Form 10-K filed with the SEC on February 28, 2012, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on March 23, 2012. Information about the directors and executive officers of ITC may be found in its 2011 Annual Report on Form 10-K filed with the SEC on February 22, 2012, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on April 12, 2012.

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