

ITC Holdings Corp.  
Form 8-K  
October 09, 2008

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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 3, 2008

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))

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**Item 8.01 Other Events.**

In September 2007, the Iowa Utilities Board (the "IUB") issued an order declining to disapprove ITC Midwest LLC's ("ITC Midwest") acquisition of the electric transmission assets of Interstate Power and Light Company and terminating the review docket. ITC Midwest's asset acquisition was accordingly deemed to be approved by operation of law upon the subsequent expiration of the prescribed statutory period. In October 2007, the Iowa Office of Consumer Advocate (the "OCA") filed in the Iowa District Court for Polk County a petition for judicial review asking the court to reverse, vacate, and remand to the IUB the IUB's decision declining to disapprove ITC Midwest's asset acquisition.

On October 3, 2008, the District Court issued an order affirming the IUB's decision in all respects and rejecting the OCA's claimed relief. The OCA has the right to appeal the District Court's order to the Supreme Court of Iowa.

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**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.

*October 9, 2008*

ITC Holdings Corp.

By: *Daniel J. Oginsky*

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*Name: Daniel J. Oginsky*

*Title: Vice President and General Counsel*