

ITC Holdings Corp.  
Form 8-K  
January 18, 2008

**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) January 14, 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)

(IRS Employer  
Identification No.)

**39500 Orchard Hill Place,  
Suite 200  
Novi, Michigan**

**48375**

(Address of Principal Executive  
Offices)

(Zip Code)

**(248) 374-7100**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(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 (see General Instruction A.2. below):

- 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**

On January 14, 2008, ITC Holdings Corp. issued a press release announcing the offering of shares of its common stock. In addition, on January 17, 2008, ITC Holdings Corp. issued a press release announcing the pricing of such offering. These press releases are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | ITC Holdings Corp. Press Release, dated January 14, 2008. |
| 99.2        | ITC Holdings Corp. Press Release, dated January 17, 2008. |

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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.

ITC HOLDINGS CORP.

By: /s/ Daniel J. Oginsky  
Name: Daniel J. Oginsky  
Title: Vice President and General Counsel

January 18, 2008