

ITC Holdings Corp.
Form SC 13G/A
February 09, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

ITC Holdings
Corp.
(Name of
Issuer)

Common Stock,
without par
value
(Title of Class
of Securities)

465685105
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is

filed:

“ Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

(Page 1 of 13

Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 465685105 13G/A Page 2 of 13 Pages

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | M. H. Davidson & Co. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |
| 8 | SHARED DISPOSITIVE POWER |
| | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 0 |

| | |
|-----------|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS |
| 11 | REPRESENTED BY AMOUNT IN ROW (9) |
| 12 | 0% TYPE OF REPORTING PERSON |
| | PN |

CUSIP No. 465685105 13G/A Page 3 of 13 Pages

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Davidson Kempner Partners |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

0
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

0%
TYPE OF
REPORTING
12 PERSON

PN

CUSIP No. 465685105 13G/A Page 4 of 13 Pages

| | |
|--|--|
| | NAME OF REPORTING PERSON |
| 1 | Davidson Kempner Institutional Partners, L.P. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| | SOLE VOTING POWER |
| 5 | |
| | 0 SHARED VOTING POWER |
| 6 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 0 SOLE DISPOSITIVE POWER |
| 7 | |
| | 0 SHARED DISPOSITIVE POWER |
| 8 | |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

| | |
|----|----------------|
| | 0 |
| | CHECK BOX |
| | IF THE |
| | AGGREGATE |
| 10 | AMOUNT IN .. |
| | ROW (9) |
| | EXCLUDES |
| | CERTAIN |
| | SHARES |
| | PERCENT OF |
| | CLASS |
| 11 | REPRESENTED BY |
| | AMOUNT IN ROW |
| | (9) |
| | 0% |
| | TYPE OF |
| 12 | REPORTING |
| | PERSON |
| | PN |

CUSIP No. 465685105 13G/A Page 5 of 13 Pages

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Davidson Kempner International, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | British Virgin Islands |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

| | |
|----|----------------|
| | 0 |
| | CHECK BOX |
| | IF THE |
| | AGGREGATE |
| 10 | AMOUNT IN .. |
| | ROW (9) |
| | EXCLUDES |
| | CERTAIN |
| | SHARES |
| | PERCENT OF |
| | CLASS |
| 11 | REPRESENTED BY |
| | AMOUNT IN ROW |
| | (9) |
| | 0% |
| | TYPE OF |
| 12 | REPORTING |
| | PERSON |
| | CO |

CUSIP No. 465685105 13G/A Page 6 of 13 Pages

| | |
|--|--|
| | NAME OF REPORTING PERSON |
| 1 | Davidson Kempner Capital Management LP |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| | SOLE VOTING POWER |
| 5 | |
| | 0 SHARED VOTING POWER |
| 6 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 0 SOLE DISPOSITIVE POWER |
| 7 | |
| | 0 SHARED DISPOSITIVE POWER |
| 8 | |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

| | |
|----|----------------|
| | 0 |
| | CHECK BOX |
| | IF THE |
| | AGGREGATE |
| 10 | AMOUNT IN .. |
| | ROW (9) |
| | EXCLUDES |
| | CERTAIN |
| | SHARES |
| | PERCENT OF |
| | CLASS |
| 11 | REPRESENTED BY |
| | AMOUNT IN ROW |
| | (9) |
| | 0% |
| | TYPE OF |
| 12 | REPORTING |
| | PERSON |
| | PN |

CUSIP No. 465685105 13G/A Page 7 of 13 Pages

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Thomas L. Kempner, Jr. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

0
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

0%
TYPE OF
REPORTING
12 PERSON

IN

CUSIP No. 465685105 13G/A Page 8 of 13 Pages

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Robert J. Brivio, Jr. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 0 |

| | |
|-----------|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS |
| 11 | REPRESENTED BY AMOUNT IN ROW (9) |
| 12 | 0% TYPE OF REPORTING PERSON |
| | IN |

Item 1(a). NAME OF ISSUER

ITC Holdings Corp. (the "Issuer")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

27175 Energy Way, Novi, MI 48377

Item 2(a). NAME OF PERSON FILING

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

M. H. Davidson & Co., a New York limited partnership ("CO"). M.H. Davidson & Co. GP, L.L.C., a Delaware limited liability company, is the general partner of CO. DKCM (as defined below) is responsible for the voting and investment decisions of CO;

Davidson Kempner Partners, a New York limited partnership ("DKP"). MHD Management Co., a New York limited partnership ("MHD"), is the general partner of DKP and MHD Management Co. GP, L.L.C., a Delaware limited liability company, is the general partner of MHD. DKCM is responsible for the voting and investment decisions of DKP;

Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"). Davidson Kempner Advisers Inc., a New York corporation, is the general partner of DKIP. DKCM is responsible for the voting and investment decisions of DKIP;

Davidson Kempner International, Ltd., a British Virgin Islands business company ("DKIL"). DKCM is the investment manager of DKIL and is responsible for the voting and investment decisions of DKIL;

Davidson Kempner Capital Management LP, a Delaware limited partnership and a registered investment adviser with the U.S. Securities and Exchange Commission, acts as investment manager to each of CO, DKP, DKIP and DKIL ("DKCM"). DKCM GP LLC, a Delaware limited liability company, is the general partner of DKCM. The managing members of DKCM are Thomas L. Kempner, Jr., Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman, Conor Bastable, Morgan P. Blackwell, Shulamit Leviant, Patrick W. Dennis and Gabriel T. Schwartz; and

Messrs. Thomas L. Kempner, Jr. and Robert J. Brivio, Jr. through DKCM, are responsible for the voting and investment decisions relating to the securities held by CO, DKP, DKIP and DKIL reported herein.

CUSIP No. 465685105 13G/A Page 10 of 13 Pages

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Capital Management LP, 520 Madison Avenue, 30th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP

- (i) CO – a New York limited partnership
- (ii) DKP – a New York limited partnership
- (iii) DKIP – a Delaware limited partnership
- (iv) DKIL – a British Virgin Islands business company
- (v) DKCM – a Delaware limited partnership
- (vi) Messrs. Thomas L. Kempner, Jr. and Robert J. Brivio, Jr. – United States

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, without par value (the "Common Stock")

Item 2(e). CUSIP NUMBER

465685105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

CUSIP No. 465685105 13G/A Page 11 of 13 Pages

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(h)''

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) ..Investment Company Act;

(j) '' A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
(k)'' Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ý

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 465685105 13G/A Page 13 of 13 Pages

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 9, 2017

m.h. davidson & Co.

By: M.H. Davidson & Co. GP, L.L.C.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner partners

By: MHD Management Co.,
its General Partner

By: MHD Management Co. GP, L.L.C.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DAVIDSON KEMPNER institutional partners, L.P.

By: Davidson Kempner Advisers Inc.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

davidson kempner international, ltd.

By: Davidson Kempner Capital Management LP,
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

davidson kempner CAPITAL MANAGEMENT LP

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.
THOMAS L. KEMPNER, JR.

/s/ Robert J. Brivio, Jr.
ROBERT J. BRIVIO, JR.