

ITC Holdings Corp.  
Form 8-K  
September 15, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **August 24, 2005**

**ITC HOLDINGS CORP.**

(Exact Name of Registrant as Specified in its Charter)

Commission File Number: **001-32576**

**Michigan**

(State of Incorporation)

**32-0058047**

(IRS Employer Identification No.)

**39500 Orchard Hill Place, Suite 200, Novi, Michigan 48375**

(Address of principal executive offices) (zip code)

(Registrant's telephone number, including area code): **(248) 374-7100**

**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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Press Release dated August 24, 2005

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**Item 2.02 Results of Operations and Financial Condition.**

On August 24, 2005, following the close of trading on the New York Stock Exchange, ITC Holdings Corp. issued a press release disclosing its financial results as of and for the period ended June 30, 2005. The release is attached as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release dated August 24, 2005

**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.

September 15, 2005

ITC HOLDINGS CORP.

/s/ Daniel J. Oginsky

By: Daniel J. Oginsky

Its: Vice President and General Counsel

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<u>Ex No.</u>	<u>Description</u>
99.1	Press release dated August 24, 2005