

DTE ENERGY CO

Form S-8

June 27, 2018

As filed with the Securities and Exchange Commission on June 27, 2018

Registration No. 333-\_\_\_\_\_

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DTE ENERGY COMPANY

(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| Michigan  | 38-3217752                              |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (I.R.S. Employer<br>Identification No.) |
| One Energy Plaza  |   |
| Detroit, Michigan   | 48226-1279                              |
| (Address of Principal Executive Offices)                          | (Zip Code)                              |

DTE ENERGY COMPANY AMENDED  
AND RESTATED LONG-TERM INCENTIVE PLAN  
(Full title of the plan)

Lisa A. Muschong  
DTE Energy Company  
One Energy Plaza  
Detroit, Michigan 48226-1279  
(313) 235-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Timothy E. Kraepel  
DTE Energy Company  
One Energy Plaza  
Detroit, Michigan 48226-1279  
(313) 235-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated

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filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee(2) |
|--------------------------------------|----------------------------|--|--|-------------------------------|
| Common Stock                         | 2,000,000                  | \$99.665                                     | \$199,330,000                                | \$24,816.58                   |

(1) Number of shares that may be issued by Registrant pursuant to stock options or other stock awards available for future grant under the Company's Amended and Restated Long-Term Incentive Plan (Plan). The Plan provides that the number of shares available under the Plan will be equitably adjusted in the event of a stock dividend, stock split, recapitalization or similar event. Accordingly, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement covers, in addition to the number of shares of Common Stock stated above, an indeterminate number of shares that by reason of such event may become available under the Plan

(2) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(h) and based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on June 21, 2018.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to the registration of an additional 2,000,000 shares of common stock, no par value (“Common Stock”) of DTE Energy Company for future issuance pursuant to awards under the Amended and Restated DTE Energy Company Long-Term Incentive Plan (the “Plan”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the previous Registration Statements on Form S-8 related to the Plan listed below are incorporated herein by reference and made part of this Registration Statement, except as amended hereby:

Form S-8 (333-133645) filed on April 28, 2006

- Post-Effective Amendment No.1 (333-133645) filed on August 22, 2006

Form S-8 (333-183440) filed on August 20, 2012

Form S-8 (333-199746) filed October 31, 2014

Effective as of May 3, 2018, DTE Energy Company amended and restated the Plan in order to, among other things, increase the number of shares of Common Stock that may be issued under the Plan from 14,500,000 to 16,500,000 shares of Common Stock.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| *4.1           | <u>Amended and Restated Articles of Incorporation of DTE Energy Company dated December 13, 1995 as amended from time to time (incorporated herein by reference to Exhibit 3-1 to DTE Energy's Form 8-K dated May 6, 2010).</u> |
| *4.2           | <u>Bylaws of DTE Energy Company, as amended through September 17, 2015 (incorporated herein by reference to Exhibit 3.1 to DTE Energy's Form 8-K dated September 17, 2015).</u>  |
| 4.3            | <u>DTE Energy Company Amended and Restated Long-Term Incentive Plan</u>  |
| 5.1            | <u>Opinion of Patrick B. Carey, Esq.</u>   |
| 23.1           | <u>Consent of PricewaterhouseCoopers LLP.</u>  |
| 23.2           | <u>Consent of Patrick B. Carey, Esq. (contained in Exhibit 5.1)</u>  |
| 24.1           | <u>Directors' Power of Attorney.</u>   |

\* Previously Filed

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, DTE Energy Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on this 27th day of June, 2018.

DTE ENERGY COMPANY

/s/ Gerard M. Anderson  
Gerard M. Anderson  
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title  | Date          |
|--|--|---------------|
| /s/ Gerard M. Anderson<br>Gerard M. Anderson | Director, Chairman of the Board and Chief Executive Officer<br>(Principal Executive Officer) | June 27, 2018 |
| /s/ Peter B. Oleksiak<br>Peter B. Oleksiak   | Senior Vice President and Chief Financial Officer<br>(Principal Financial Officer)           | June 27, 2018 |
| /s/ Jeffrey A. Jewell<br>Jeffrey A. Jewell   | Vice President, Controller, and Chief Accounting Officer<br>(Principal Accounting Officer)   | June 27, 2018 |

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| Signature                    | Title    | Date          |
|------------------------------|----------|---------------|
| *<br>David A. Brandon        | Director | June 27, 2018 |
| *<br>W. Frank Fountain, Jr.  | Director | June 27, 2018 |
| *<br>Charles G. McClure, Jr. | Director | June 27, 2018 |
| *<br>Gail J. McGovern        | Director | June 27, 2018 |
| *<br>Mark A. Murray          | Director | June 27, 2018 |
| *<br>James B. Nicholson      | Director | June 27, 2018 |
| *<br>Josue Robles, Jr.       | Director | June 27, 2018 |
| *<br>Ruth G. Shaw            | Director | June 27, 2018 |
| *<br>Robert C. Skaggs, Jr.   | Director | June 27, 2018 |
| *<br>David A. Thomas         | Director | June 27, 2018 |
| *<br>James H. Vandenberghe   | Director | June 27, 2018 |

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\*  
Valerie M. Williams      Director      June 27, 2018

/s/ Peter B. Oleksiak      Attorney-in-Fact      June 27, 2018  
\*By Peter B. Oleksiak