

ITC Holdings Corp.
Form 15-12B
January 18, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-32576

ITC HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

27175 Energy Way

Novi, Michigan 48377

(248) 946-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2.700% Senior Notes Due 2022

3.350% Senior Notes Due 2027

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----------------------------------|
| Rule 12g-4(a)(1) | <input type="radio"/> |
| Rule 12g-4(a)(2) | <input type="radio"/> |
| Rule 12h-3(b)(1)(i) | <input type="radio"/> |
| Rule 12h-3(b)(1)(ii) | <input type="radio"/> |
| Rule 15d-6 | <input checked="" type="radio"/> |

Approximate number of holders of record as of the certification or notice date:

2.700% Senior Notes Due 2022 36

3.350% Senior Notes Due 2027 33

Pursuant to the requirements of the Securities Exchange Act of 1934, ITC Holdings Corp. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

ITC HOLDINGS CORP.

Date: **January 18, 2019**

By: /s/ Christine Mason Soneral
Name: Christine Mason Soneral
Title: Senior Vice President and General Counsel