

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