

CMS ENERGY CORP  
Form FWP  
March 07, 2012

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Final Term Sheet

March 7, 2012

|                                     |  |
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| Issuer:                             | CMS Energy Corporation   |
| Security:                           | 5.05% Senior Notes due 2022  |
| Aggregate Principal Amount Offered: | \$300,000,000  |
| Maturity Date:                      | March 15, 2022   |
| Coupon:                             | 5.05%  |
| Yield to Maturity:                  | 5.090%   |
| Spread to Treasury:                 | 312.5 basis points   |
| Benchmark Treasury Security:        | 2.000% due February 15, 2022   |
| Benchmark Treasury Yield:           | 1.965%   |
| Interest Payment Dates:             | March 15 and September 15  |
| First Interest Payment Date:        | September 15, 2012   |
| Public Offering Price:              | 99.689%  |
| Optional Redemption:                | Make-whole call at any time prior to December 15, 2021 at Treasury rate plus 50 basis points and, thereafter, at par |
| Trade Date:                         | March 7, 2012  |
| Settlement Date:                    | March 12, 2012 (T+3)   |
| Expected Ratings:                   | Ba1 / BB+ / BB+ (Moody s / S&P / Fitch)  |

**Note:** A securities rating is not a recommendation to

buy, sell or hold securities and may be subject to revision or withdrawal at any time

Joint Book-Running Managers:

Barclays Capital Inc.  
BNP Paribas Securities Corp.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
RBS Securities Inc.  
UBS Securities LLC  
Fifth Third Securities, Inc.  
The Huntington Investment Company  
PNC Capital Markets LLC  
RBC Capital Markets, LLC  
U.S. Bancorp Investments, Inc.  
125896BK5 / US125896BK56

Co-Managers:

CUSIP/ISIN:

**CMS Energy Corporation has filed a registration statement (including a prospectus) with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents CMS Energy Corporation has filed with the SEC for more complete information about CMS Energy Corporation and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, CMS Energy Corporation, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at (888) 603-5847, BNP Paribas Securities Corp. toll-free at (800) 854-5674, J.P. Morgan Securities LLC collect at (212) 834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322, RBS Securities Inc. toll-free at (866) 884-2071 or UBS Securities LLC toll-free at (877) 827-6444, extension 561 3884.**

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