

SCHEDULE 14A
(Rule 14a-101)
Information Required in Proxy Statement

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant / /
Filed by party other than the registrant /x/

Check the appropriate box:

/ / Preliminary proxy statement / / Confidential, for Use of the
Commission Only (as permitted by
Rule 14a-6(e)(2))
/ / Definitive proxy statement
/x/ Definitive additional materials
/ / Soliciting material pursuant to
Rule 14a-11(c) or Rule 14a-12

KANSAS CITY POWER & LIGHT COMPANY
(Name of Registrant as Specified In Its Charter)

WESTERN RESOURCES, INC.
(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (Check the appropriate box):

/ / \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-
6(j)(2).
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)4 and 0-
11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11:
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:
/x/ Fee paid previously with preliminary materials.
/ / Check box if any part of the fee is offset as provided by Exchange
Act Rule 0-11(a)(2) and identify the filing for which the offsetting
fee was paid previously. Identify the previous filing by
registration statement number, or the form or schedule and the date
of its filing.
(1) Amount Previously Paid:
(2) Form Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

The following is a letter sent to KCPL shareholders on or about May 15, 1996 to request supplemental or corrective information on proxy cards:

[Western Resources Logo]

Re: KANSAS CITY POWER & LIGHT COMPANY
ANNUAL MEETING MAY 22, 1996

Dear KCPL Shareholder,

Please accept our thanks for sending in your BLUE proxy card.

To avoid the possibility of the validity of your proxy being challenged or disqualified for the reason(s) indicated below, we are requesting that you sign, date and mail the enclosed BLUE proxy card with the correction indicated below in the postage-paid envelope enclosed for your convenience. The enclosed BLUE proxy card will automatically revoke any previously-dated proxy.

Your previous proxy was unsigned. Please complete and sign the enclosed BLUE proxy card. If signing as attorney, executor, administrator, personal representative of the estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.

Your previous proxy was undated. Please sign and date the enclosed BLUE proxy card to conform to the name shown on the proxy.

Your previous proxy omitted your title or authority. If signing as attorney, executor, administrator, personal representative of the estate, corporate officer, partner, trustee, custodian or guardian, please complete and sign the enclosed BLUE proxy card and give your full title as such.

Your previous proxy, as signed, did not conform to the name shown on the proxy. Please date and sign the enclosed BLUE proxy card exactly as the registration appears on the proxy, including your full title if signing other than in an individual capacity. If the registration is in the name of a custodian for the benefit of a minor, the custodian must sign and indicate their capacity. If you are a beneficiary 18 years or older, you may sign as long as you indicate your age.

Your previous proxy, as marked, did not clearly specify your instructions. Please sign, date and clearly mark the enclosed BLUE proxy card.

[] Other

Since time is of the essence, we would greatly appreciate your signing, dating and mailing the enclosed BLUE proxy card as soon as possible. Please mail it in the postage-paid envelope enclosed for your convenience. Once again, we appreciate your support.

Sincerely,

WESTERN RESOURCES, INC.

IMPORTANT

If your shares of common stock are held in the name of a bank or brokerage firm, only that firm can execute a proxy card on your behalf. Please contact the person responsible for your account and give instructions for a BLUE proxy card to be voted AGAINST the approval and adoption of the UtiliCorp/KCPL Merger Agreement and the proposed UtiliCorp/KCPL transaction.

If you have questions or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:

GEORGESON
& COMPANY INC.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the Securities and Exchange Commission.

A registration statement relating to the Western Resources securities referred to in this letter has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This letter shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The following is a letter to KCPL shareholders mailed on or about
May 15, 1996:

May 15, 1996

Dear KCPL Shareholder:

The decision you are asked to make in the next few days will affect the future of your investment in KCPL. Enclosed is an information brochure designed to provide you with details of the Western Resources proposal.

Western Resources is offering you a tax-free transaction in which you would receive a significant premium for your shares, a substantial increase in your dividends, and, we believe, greater security for your investment than is available from UtiliCorp. Before making this important financial decision, you should carefully consider our proposal.

Western Resources is offering \$28.00 worth of stock for each share of KCPL you own, which represents a 17% premium over market value.¹ The dividend you would receive is \$1.97 in the year following the merger of Western Resources and KCPL, an increase of 26.5% compared with your current annual indicated dividend of \$1.56. In addition, the indicated annual dividend is projected to be no less than \$1.95 and up to \$2.11 per KCPL share.²

UtiliCorp's senior debt rating is only BBB, lower than both Western Resources' A- and KCPL's A+.

Finally, we have projected merger savings of over \$1 billion for a combined KCPL/Western Resources in the ten years following the merger, compared to only \$636 million in

1 The Western Resources offer provides \$28.00 worth of Western Resources common stock per KCPL share as long as Western Resources' share price is between \$28.43 and \$30.77. The premium is based on KCPL's closing share price on April 12, 1996, the last trading day before the public announcement of the Western Resources offer.

2 Based on the closing price of Western Resources common stock on May 14, 1996 and Western Resources' projected 1998 dividend of \$2.14 per share, as set forth in its preliminary prospectus filed with the Securities and Exchange Commission with respect to the Western Resources offer, assuming the Western Resources/KCPL merger closes in late 1997.

projected cost savings for a combined UtiliCorp/KCPL. These savings allow Western Resources to offer you a premium for your shares and significantly lower electric rates for customers.

As a KCPL shareholder, you are the true owner of KCPL and it is you who will determine its future. We believe that the Western Resources offer is clearly superior in terms of premium, future dividends and the continued security of your investment. However, you will be unable to consider our offer unless the UtiliCorp transaction is defeated.

I URGE YOU TO ACT TO PROTECT YOUR INVESTMENT BY VOTING THE ENCLOSED BLUE PROXY CARD AGAINST THE UTILICORP TRANSACTION. PLEASE SIGN, DATE AND RETURN THE ENCLOSED BLUE PROXY CARD TODAY.

Sincerely,

John E. Hayes, Jr.
Chairman of the Board
and Chief Executive Officer

IMPORTANT

If your shares of common stock are held in the name of a bank or brokerage firm, only that firm can execute a proxy card on your behalf. Please contact the person responsible for your account and give instructions for a BLUE proxy card to be voted AGAINST the approval and adoption of the UtiliCorp/KCPL Merger Agreement and the proposed UtiliCorp/KCPL transaction.

If you have questions or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:

GEORGESON
& COMPANY INC.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the Securities and Exchange Commission.

A registration statement relating to the Western Resources securities referred to in this letter has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This letter shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The following is a letter sent to KCPL shareholders in the KGE service territory on or about May 15, 1996:

[Western Resources Logo]

May 15, 1996

Dear KCPL Shareholder:

The decision you are asked to make in the next few days will affect the future of your investment in KCPL. Enclosed is an information brochure designed to provide you with details of the Western Resources proposal.

Western Resources is offering you a tax-free transaction in which you would receive a significant premium for your shares, a substantial increase in your dividends, and, we believe, greater security for your investment than is available from UtiliCorp. Before making this important financial decision, you should carefully consider our proposal.

Western Resources is offering \$28.00 worth of stock for each share of KCPL you own, which represents a 17% premium over market value.¹ The dividend you would receive is \$1.97 in the year following the merger of Western Resources and KCPL, an increase of 26.5% compared with your current annual indicated dividend of \$1.56. In addition, the indicated annual dividend is projected to be no less than \$1.95 and up to \$2.11 per KCPL share.²

UtiliCorp's senior debt rating is only BBB, lower than both Western Resources' A- and KCPL's A+.

Finally, we have projected merger savings of over \$1 billion for a combined KCPL/Western Resources in the ten years following the merger, compared to only \$636 million in

1 The Western Resources offer provides \$28.00 worth of Western Resources common stock per KCPL share as long as Western Resources' share price is between \$28.43 and \$30.77. The premium is based on KCPL's closing share price on April 12, 1996, the last trading day before the public announcement of the Western Resources offer.

2 Based on the closing price of Western Resources common stock on May 14, 1996 and Western Resources' projected 1998 dividend of \$2.14 per share, as set forth in its preliminary prospectus filed with the Securities and Exchange Commission with respect to the Western Resources offer, assuming the Western Resources/KCPL merger closes in late 1997.

projected cost savings for a combined UtiliCorp/KCPL. These savings allow Western Resources to offer you a premium for your shares and significantly lower electric rates for customers.

As a KCPL shareholder, you are the true owner of KCPL and it is you who will determine its future. We believe that the Western Resources offer is clearly superior in terms of premium, future dividends and the continued security of your investment. However, you will be unable to consider our offer unless the UtiliCorp transaction is defeated.

I URGE YOU TO ACT TO PROTECT YOUR INVESTMENT BY VOTING THE ENCLOSED BLUE PROXY CARD AGAINST THE UTILICORP TRANSACTION. PLEASE SIGN, DATE AND RETURN THE ENCLOSED BLUE PROXY CARD TODAY.

Sincerely,

John E. Hayes, Jr.
Chairman of the Board
and Chief Executive Officer

WESTERN RESOURCES IS OFFERING KGE CUSTOMERS \$100 MILLION IN RATE REDUCTIONS IN THE TEN YEARS FOLLOWING THE MERGER.

IMPORTANT

If your shares of common stock are held in the name of a bank or brokerage firm, only that firm can execute a proxy card on your behalf. Please contact the person responsible for your account and give instructions for a BLUE proxy card to be voted AGAINST the approval and adoption of the UtiliCorp/KCPL Merger Agreement and the proposed UtiliCorp/KCPL transaction.

If you have questions or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:

GEORGESON
& COMPANY INC.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the Securities and Exchange Commission.

A registration statement relating to the Western Resources securities referred to in this letter has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This letter shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The following is a letter sent to KCPL shareholders in the KCPL service territory on or about May 15, 1996:

May 15, 1996

Dear KCPL Shareholder:

The decision you are asked to make in the next few days will affect the future of your investment in KCPL. Enclosed is an information brochure designed to provide you with details of the Western Resources proposal.

Western Resources is offering you a tax-free transaction in which you would receive a significant premium for your shares, a substantial increase in your dividends, and, we believe, greater security for your investment than is available from UtiliCorp. Before making this important financial decision, you should carefully consider our proposal.

Western Resources is offering \$28.00 worth of stock for each share of KCPL you own, which represents a 17% premium over market value.¹ The dividend you would receive is \$1.97 in the year following the merger of Western Resources and KCPL, an increase of 26.5% compared with your current annual indicated dividend of \$1.56. In addition, the indicated annual dividend is projected to be no less than \$1.95 and up to \$2.11 per KCPL share.²

UtiliCorp's senior debt rating is only BBB, lower than both Western Resources' A- and KCPL's A+.

Finally, we have projected merger savings of over \$1 billion for a combined KCPL/Western Resources in the ten years following the merger, compared to only \$636 million in

1 The Western Resources offer provides \$28.00 worth of Western Resources common stock per KCPL share as long as Western Resources' share price is between \$28.43 and \$30.77. The premium is based on KCPL's closing share price on April 12, 1996, the last trading day before the public announcement of the Western Resources offer.

2 Based on the closing price of Western Resources common stock on May 14, 1996 and Western Resources' projected 1998 dividend of \$2.14 per share, as set forth in its preliminary prospectus filed with the Securities and Exchange Commission with respect to the Western Resources offer, assuming the Western Resources/KCPL merger closes in late 1997.

projected cost savings for a combined UtiliCorp/KCPL. These savings allow Western Resources to offer you a premium for your shares and significantly lower electric rates for customers.

As a KCPL shareholder, you are the true owner of KCPL and it is you who will determine its future. We believe that the Western Resources offer is clearly superior in terms of premium, future dividends and the continued security of your investment. However, you will be unable to consider our offer unless the UtiliCorp transaction is defeated.

I URGE YOU TO ACT TO PROTECT YOUR INVESTMENT BY VOTING THE ENCLOSED BLUE PROXY CARD AGAINST THE UTILICORP TRANSACTION. PLEASE SIGN, DATE AND RETURN THE ENCLOSED BLUE PROXY CARD TODAY.

Sincerely,

John E. Hayes, Jr.
Chairman of the Board
and Chief Executive Officer

WESTERN RESOURCES IS OFFERING KCPL CUSTOMERS \$210 MILLION IN RATE REDUCTIONS IN THE TEN YEARS FOLLOWING THE MERGER.

IMPORTANT

If your shares of common stock are held in the name of a bank or brokerage firm, only that firm can execute a proxy card on your behalf. Please contact the person responsible for your account and give instructions for a BLUE proxy card to be voted AGAINST the approval and adoption of the UtiliCorp/KCPL Merger Agreement and the proposed UtiliCorp/KCPL transaction.

If you have questions or need assistance in voting your shares, please contact the firm assisting us in the solicitation of proxies:

GEORGESON
& COMPANY INC.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the Securities and Exchange Commission.

A registration statement relating to the Western Resources securities referred to in this letter has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This letter shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.