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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
July 12, 2017**

**Commission
File Number
001-32206**

Exact Name of Registrant as Specified in its Charter,
State of Incorporation,
Address of Principal Executive Offices and
Telephone Number
GREAT PLAINS ENERGY INCORPORATED
(A Missouri Corporation)
1200 Main Street
Kansas City, Missouri 64105
(816) 556-2200

**I.R.S. Employer
Identification
No.
43-1916803**

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On July 12, 2017, Great Plains Energy Incorporated (the “Company” or “Great Plains Energy”) issued a press release announcing the redemption of its outstanding 7.00% Series B Mandatory Convertible Preferred Stock (the “Mandatory Convertible Preferred Stock”) and all of the related Depositary Shares set forth under Item 8.01 of this Current Report on Form 8-K. A copy of such press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.**Redemption of Mandatory Convertible Preferred Stock and Related Depositary Shares.**

On July 13, 2017, Computershare Trust Company, N.A. and Computershare Inc., collectively as redemption agent (“Computershare”), will send a redemption notice (the “Acquisition Termination Redemption Notice”) on behalf of the Company to holders of record of the Mandatory Convertible Preferred Stock and the related Depositary Shares. Pursuant to the Acquisition Termination Redemption Notice, on August 17, 2017, the Company will redeem all outstanding Mandatory Convertible Preferred Stock, at a redemption amount per share of Mandatory Convertible Preferred Stock equal to the Acquisition Termination Make-whole Amount, as set forth in the Acquisition Termination Redemption Notice.

Redemption of Senior Notes.

On July 14, 2017, The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company), as trustee, will send a redemption notice (the “Special Optional Redemption Notice”) on behalf of the Company to holders of record of all of the Company’s outstanding \$750,000,000 aggregate principal amount of 2.50% Notes due 2020, \$1,150,000,000 aggregate principal amount of 3.15% Notes due 2022, \$1,400,000,000 aggregate principal amount of 3.90% Notes due 2027 and \$1,000,000,000 aggregate principal amount of 4.85% Notes due 2047 (collectively, the “Notes”). Pursuant to the Special Optional Redemption Notice, on July 19, 2017 (the “Special Optional Redemption Date”), the Company will redeem each series of Notes at a redemption price equal to 101% of the principal amount thereof, plus accrued and unpaid interest thereon, to, but excluding, the Special Optional Redemption Date.

A form of such Special Option Redemption Notice is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release Announcing Redemption of all Outstanding Mandatory Convertible Preferred Stock and Depositary Shares
99.2	Form of Special Optional Redemption Notice of all Outstanding Notes

Forward-Looking Statements

Statements made in this Current Report on Form 8-K that are not based on historical facts are forward-looking, may involve risks and uncertainties, and are intended to be as of the date when made. Forward-looking statements include, but are not limited to, statements relating to the anticipated merger transaction of Great Plains Energy and Westar Energy, Inc. (Westar Energy), including those that relate to the expected financial and operational benefits of the merger to the companies and their shareholders (including cost savings, operational efficiencies and the impact of the anticipated merger on earnings per share), the expected timing of closing, the outcome of regulatory proceedings, cost estimates of capital projects, redemption of Great Plains Energy debt and convertible preferred

stock, dividend growth, share repurchases, balance sheet and credit ratings, rebates to customers, employee issues and other matters affecting future operations. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Great Plains Energy is providing a number of important factors that could cause actual results to differ materially from the provided forward-looking information. These important factors include: future economic conditions in regional, national and international markets and their effects on sales, prices and costs; prices and availability of electricity in regional and national wholesale markets; market perception of the energy industry, Great Plains Energy and Westar Energy; changes in business strategy, operations or development plans; the outcome of contract negotiations for goods and services; effects of current or proposed state and federal legislative and regulatory actions or developments, including, but not limited to, deregulation, re-regulation and restructuring of the electric utility industry; decisions of regulators regarding rates that the companies can charge for electricity; adverse changes in applicable laws, regulations, rules, principles or practices governing tax, accounting and environmental matters including, but not limited to, air and water quality; financial market conditions and performance including, but not limited to, changes in interest rates and credit spreads and in availability and cost of capital and the effects on derivatives and hedges, nuclear decommissioning trust and pension plan assets and costs; impairments of long-lived assets or goodwill; credit ratings; inflation rates; effectiveness of risk management policies and procedures and the ability of counterparties to satisfy their contractual commitments; impact of terrorist acts, including, but not limited to, cyber terrorism; ability to carry out marketing and sales plans; weather conditions including, but not limited to, weather-related damage and their effects on sales, prices and costs; cost, availability, quality and deliverability of fuel; the inherent uncertainties in estimating the effects of weather, economic conditions and other factors on customer consumption and financial results; ability to achieve generation goals and the occurrence and duration of planned and unplanned generation outages; delays in the anticipated in-service dates and cost increases of generation, transmission, distribution or other projects; Great Plains Energy's and Westar Energy's ability to successfully manage and integrate their respective transmission joint ventures; the inherent risks associated with the ownership and operation of a nuclear facility including, but not limited to, environmental, health, safety, regulatory and financial risks; workforce risks, including, but not limited to, increased costs of retirement, health care and other benefits; the ability of Great Plains Energy and Westar Energy to obtain the regulatory and shareholder approvals necessary to complete the anticipated merger or the imposition of adverse conditions or costs in connection with obtaining regulatory approvals; the risk that a condition to the closing of the anticipated merger may not be satisfied or that the anticipated merger may fail to close; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the anticipated merger; the costs incurred to consummate the anticipated merger; the possibility that the expected value creation from the anticipated merger will not be realized, or will not be realized within the expected time period; difficulties related to the integration of the two companies, the credit ratings of the combined company following the anticipated merger; disruption from the anticipated merger making it more difficult to maintain relationships with customers, employees, regulators or suppliers; the diversion of management time and attention on the anticipated merger; and other risks and uncertainties.

This list of factors is not all-inclusive because it is not possible to predict all factors. Additional risks and uncertainties will be discussed in the joint proxy statement/prospectus and other materials that Great Plains Energy, Westar Energy and Monarch Energy Holding, Inc. (Monarch Energy) will file with the Securities and Exchange Commission (SEC) in connection with the anticipated merger. Other risk factors are detailed from time to time in quarterly reports on Form 10-Q and annual reports on Form 10-K filed by Great Plains Energy and Westar Energy with the SEC. Each forward-looking statement speaks only as of the date of the particular statement. Monarch Energy, Great Plains Energy and Westar Energy undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any proxy, vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the proposed merger, Monarch Energy will file a Registration Statement on Form S-4, that includes a joint proxy statement of Great Plains Energy and Westar Energy, which also constitutes a prospectus of Monarch Energy. **WE URGE INVESTORS TO READ THE REGISTRATION STATEMENT AND JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED BY MONARCH ENERGY, GREAT PLAINS ENERGY AND WESTAR ENERGY WITH THE SEC CAREFULLY WHEN THEY BECOME**

AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT GREAT PLAINS ENERGY, WESTAR ENERGY, MONARCH ENERGY AND THE PROPOSED MERGER. Investors will be able to obtain free copies of the registration statement and joint proxy statement/prospectus when available and other documents filed by Monarch Energy, Great Plains Energy and Westar Energy with the SEC at <http://www.sec.gov>, the SEC's website, or free of charge from Great Plains Energy's website (<http://www.greatplainsenergy.com>) under the tab, "Investor Relations" and then under the heading "SEC Filings." These documents are also available free of charge from Westar Energy's website (<http://www.westarenergy.com/>) under the tab "Investors" and then under the heading "SEC Filings."

Participants in Proxy Solicitation

Great Plains Energy, Westar Energy and their respective directors and certain of their executive officers and employees may be deemed, under SEC rules, to be participants in the solicitation of proxies from Great Plains Energy's and Westar Energy's shareholders with respect to the proposed merger. Information regarding the officers and directors of Great Plains Energy is included in its definitive proxy statement for its 2017 annual meeting filed with SEC on March 23, 2017. Information regarding the officers and directors of Westar Energy is included in an amendment to its Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on April 28, 2017. Additional information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, will be set forth in the registration statement and joint proxy statement/prospectus and other materials filed with SEC in connection with the proposed merger. Free copies of these documents may be obtained as described in the paragraphs above.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 12, 2017

GREAT PLAINS ENERGY INCORPORATED

By: /s/ Ellen E. Fairchild

Name: Ellen E. Fairchild

Title: Vice President, Chief Compliance Officer
and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release Announcing Redemption of all Outstanding Mandatory Convertible Preferred Stock and Depositary Shares
99.2	Form of Special Optional Redemption Notice of all Outstanding Notes

NEWS RELEASE



**GREAT PLAINS ENERGY ANNOUNCES REDEMPTION OF ALL OF ITS
OUTSTANDING DEPOSITARY SHARES, EACH REPRESENTING 1/20TH INTEREST IN
A SHARE OF 7.00% SERIES B MANDATORY CONVERTIBLE PREFERRED STOCK**

Kansas City, Mo. (July 12, 2017) — Great Plains Energy Incorporated (NYSE: GXP) (“Great Plains Energy” or the “Company”) announced today that on July 13, 2017 a notice of redemption (the “Notice of Redemption”) will be sent to the holders of its Depositary Shares (the “Depositary Shares”), each representing 1/20th interest in a share of the Company’s 7.00% Series B Mandatory Convertible Preferred Stock (the “Mandatory Convertible Preferred Stock”) providing for the redemption of all of the Company’s outstanding Mandatory Convertible Preferred Stock and the related Depositary Shares. The redemption price shall be the Acquisition Termination Make-whole Amount, as set forth in the Notice of Redemption.

The redemption date will be August 17, 2017. Payment of the Acquisition Termination Make-whole Amount for each share of Mandatory Convertible Preferred Stock will be made only upon presentation and surrender of the Depositary Shares to Computershare Trust Company, N.A., the Company’s redemption agent, during its normal business hours at the address specified in the Notice of Redemption.

Questions relating to the redemption should be directed to Computershare Trust Company, N.A., at 1-855-396-2084.

About Great Plains Energy:

Headquartered in Kansas City, Mo., Great Plains Energy Incorporated (NYSE: GXP) is the holding company of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company, two of the leading regulated providers of electricity in the Midwest. Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company use KCP&L as a brand name.

Forward-Looking Statements:

Statements made in this release that are not based on historical facts are forward-looking, may involve risks and uncertainties, and are intended to be as of the date when made. Forward-looking statements include, but are not limited to, statements relating to the anticipated merger transaction of Great Plains Energy and Westar Energy, Inc. (Westar Energy), including those that relate to the expected financial and operational benefits of the merger to the companies and their shareholders (including cost savings, operational efficiencies and the impact of the anticipated merger on earnings per share), the expected timing of closing, the outcome of regulatory proceedings, cost estimates of capital projects, redemption of Great Plains Energy debt and convertible preferred stock, dividend growth, share repurchases, balance sheet and credit ratings, rebates to customers, employee issues and other matters affecting future operations. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Great Plains Energy is providing a number of important factors that could cause actual results to differ materially from the provided forward-looking information. These important factors include: future economic conditions in regional, national and international markets and their effects on sales, prices and costs; prices and availability of electricity in regional and national wholesale markets; market perception of the energy industry, Great Plains Energy and Westar Energy; changes in business strategy,

operations or development plans; the outcome of contract negotiations for goods and services; effects of current or proposed state and federal legislative and regulatory actions or developments, including, but not limited to, deregulation, re-regulation and restructuring of the electric utility industry; decisions of regulators regarding rates that the companies can charge for electricity; adverse changes in applicable laws, regulations, rules, principles or practices governing tax, accounting and environmental matters including, but not limited to, air and water quality; financial market conditions and performance including, but not limited to, changes in interest rates and credit spreads and in availability and cost of capital and the effects on derivatives and hedges, nuclear decommissioning trust and pension plan assets and costs; impairments of long-lived assets or goodwill; credit ratings; inflation rates; effectiveness of risk management policies and procedures and the ability of counterparties to satisfy their contractual commitments; impact of terrorist acts, including, but not limited to, cyber terrorism; ability to carry out marketing and sales plans; weather conditions including, but not limited to, weather-related damage and their effects on sales, prices and costs; cost, availability, quality and deliverability of fuel; the inherent uncertainties in estimating the effects of weather, economic conditions and other factors on customer consumption and financial results; ability to achieve generation goals and the occurrence and duration of planned and unplanned generation outages; delays in the anticipated in-service dates and cost increases of generation, transmission, distribution or other projects; Great Plains Energy's and Westar Energy's ability to successfully manage and integrate their respective transmission joint ventures; the inherent risks associated with the ownership and operation of a nuclear facility including, but not limited to, environmental, health, safety, regulatory and financial risks; workforce risks, including, but not limited to, increased costs of retirement, health care and other benefits; the ability of Great Plains Energy and Westar Energy to obtain the regulatory and shareholder approvals necessary to complete the anticipated merger or the imposition of adverse conditions or costs in connection with obtaining regulatory approvals; the risk that a condition to the closing of the anticipated merger may not be satisfied or that the anticipated merger may fail to close; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the anticipated merger; the costs incurred to consummate the anticipated merger; the possibility that the expected value creation from the anticipated merger will not be realized, or will not be realized within the expected time period; difficulties related to the integration of the two companies, the credit ratings of the combined company following the anticipated merger; disruption from the anticipated merger making it more difficult to maintain relationships with customers, employees, regulators or suppliers; the diversion of management time and attention on the anticipated merger; and other risks and uncertainties.

This list of factors is not all-inclusive because it is not possible to predict all factors. Additional risks and uncertainties will be discussed in the joint proxy statement/prospectus and other materials that Great Plains Energy, Westar Energy and Monarch Energy Holding, Inc. (Monarch Energy) will file with the Securities and Exchange Commission (SEC) in connection with the anticipated merger. Other risk factors are detailed from time to time in quarterly reports on Form 10-Q and annual reports on Form 10-K filed by Great Plains Energy and Westar Energy with the SEC. Each forward-looking statement speaks only as of the date of the particular statement. Monarch Energy, Great Plains Energy and Westar Energy undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts:

Great Plains Energy

Investors:

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Media:

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FORM OF NOTICE OF SPECIAL OPTIONAL REDEMPTION

GREAT PLAINS ENERGY INCORPORATED

\$ 750,000,000	2.50% Notes due 2020	CUSIP: 391164 AG5
\$1,150,000,000	3.15% Notes due 2022	CUSIP: 391164 AH3
\$1,400,000,000	3.90% Notes due 2027	CUSIP: 391164 AJ9
\$1,000,000,000	4.85% Notes due 2047	CUSIP: 391164 AK6

NOTICE is hereby given pursuant to the terms of the Indenture dated as of June 1, 2004 between Great Plains Energy Incorporated (the "Company") and BNY Midwest Trust Company, as supplemented by the Fifth Supplemental Indenture, dated as of March 9, 2017 (collectively, the "Indenture"), between the Company and The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company), as trustee (the "Trustee"), that the Company is exercising its Special Optional Redemption rights because the Company has determined, in its reasonable judgment, that as of July 10, 2017 the Merger will not be consummated on or before 5:00 pm (New York City Time) on November 30, 2017, and, accordingly, the Securities listed above will be redeemed in whole on July 19, 2017 (the "Redemption Date"). The Securities will be redeemed at a redemption price equal to 101% of the principal amount thereof, plus accrued and unpaid interest thereon, to, but excluding, the Redemption Date (the "Redemption Price"). Neither failure to receive this notice nor any defect in such notice so given shall affect the sufficiency or validity of the redemption of the Securities. Capitalized terms used in this notice but not defined herein shall have the meanings ascribed to them in the Indenture.

On the Redemption Date, the Securities of each series will become due and payable at the Redemption Price and, on and after the Redemption Date, interest shall cease to accrue on the Securities.

Payment of the Redemption Price and surrender of the Securities for redemption will be made through the facilities of The Depository Trust Company. To receive the Redemption Price, the registered holder of any Securities (the "Holder") must surrender the Securities to the Paying Agent, at the Paying Agent's office at the following address:

First Class/Registered/Certified:
The Bank of New York Mellon Trust
Company, N.A.

Express Delivery Only:
The Bank of New York Mellon
Trust Company, N.A.

By Hand Only:
The Bank of New York Mellon
Trust Company, N.A.

c/o The Bank of New York Mellon
P.O. Box 396
Attention: Debt Processing Unit (ACT)
East Syracuse, NY 13057

c/o The Bank of New York Mellon
111 Sanders Creek Parkway
East Syracuse, NY 13057
Attn: Bond Redemption Unit

c/o The Bank of New York Mellon
111 Sanders Creek Parkway
East Syracuse, NY 13057
Attn: Bond Redemption Unit

NOTE: Federal income tax law generally requires trustees making payments to U.S. holders on securities to withhold 28% of such remittance from U.S. holders who have failed to furnish the trustee with a valid taxpayer identification number (either a social security number or employer identification number, as applicable). To avoid the imposition of that backup withholding, holders must submit a properly completed IRS Form W-9 to the Trustee stating a valid taxpayer identification number when their Securities are redeemed. A non-U.S. holder is generally exempt from such backup withholding provided that the non-U.S. holder certifies its nonresident status on the appropriate IRS Form W-8 (or a suitable substitute form) and certain other conditions are met, or otherwise establishes an exemption. Non-U.S. holders can be subject to a U.S. federal withholding tax of 30%, including under the Foreign Account Tax Compliance Act and related Treasury regulations, unless an exemption from such withholding tax is established.

The CUSIP number relating to each series of Securities is included solely for the convenience of the Holder. Neither the Company nor the Trustee shall be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness on the Securities or as indicated in this redemption notice.

Dated: July 14, 2017

GREAT PLAINS ENERGY INCORPORATED