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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported) August 25, 2016**

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**WESTAR ENERGY, INC.**  
(Exact name of registrant as specified in its charter)

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**KANSAS**  
(State or other jurisdiction  
of incorporation or organization)

**1-3523**  
(Commission  
File Number)

**48-0290150**  
(IRS Employer  
Identification No.)

**818 South Kansas Avenue, Topeka, Kansas**  
(Address of principal executive offices)

**66612**  
(Zip Code)

**Registrant's telephone number, including area code (785) 575-6300**

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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**Item 8.01. Other Events**

On August 25, 2016, Great Plains Energy Incorporated (“Great Plains Energy”) and Westar Energy, Inc. (“Westar”) issued a joint press release announcing that the registration statement on Form S-4 filed by Great Plains Energy with the U.S. Securities and Exchange Commission (the “Commission”) on July 14, 2016, as subsequently amended, which includes a joint proxy statement/prospectus of Great Plains Energy and Westar, was declared effective on August 19, 2016 by the Commission.

The companies also announced that they have each set the record date and meeting date for their respective special meetings for shareholders in connection with the proposed merger of Great Plains Energy and Westar.

Great Plains Energy’s special meeting of shareholders will be held on September 26, 2016, at 11:00 a.m. Eastern Daylight Time (10:00 a.m. Central Daylight Time) at Great Plains Energy Incorporated, One Kansas City Place, 1200 Main Street, Kansas City, Missouri, 64105.

Westar’s special meeting of shareholders will be held on September 26, 2016 at 11:00 a.m. Eastern Daylight Time (10:00 a.m. Central Daylight Time) at Heritage Hall Building, Kansas Expocentre, 17th Street and Western Avenue, Topeka, Kansas 66612.

Great Plains Energy’s common shareholders of record as of the close of business on August 24, 2016, and Westar Energy’s common shareholders of record as of the close of business on August 22, 2016, are entitled to vote their shares at the respective meetings in person or by proxy.

Great Plains Energy and Westar began mailing the joint proxy statement/prospectus to their respective shareholders this week. The joint proxy statement/prospectus provides additional information and instructions for voting for shareholders of both companies.

A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Joint Press Release of Great Plains Energy Incorporated and Westar Energy, Inc., dated August 25, 2016

**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 may include words like “believe,” “anticipate,” “target,” “expect,” “pro forma,” “estimate,” “intend,” “guidance” or words of similar meaning. Forward-looking statements include, but are not limited to, statements relating to Great Plains Energy’s proposed acquisition of Westar Energy, Inc. (Westar), the outcome of regulatory proceedings, cost estimates of capital projects 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 and KCP&L are 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 KCP&L; 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 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 ability to successfully manage transmission joint venture or to integrate the transmission joint ventures of Westar; 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 to obtain the regulatory and shareholder approvals necessary to complete the anticipated acquisition of Westar; the risk that a condition to the closing of the anticipated acquisition of Westar or the committed debt or equity financing may not be satisfied or that the anticipated acquisition may fail to close; the failure to obtain, or to obtain on favorable terms, any equity, debt or equity-linked financing necessary to complete or permanently finance the anticipated acquisition of Westar and the costs of such financing; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the anticipated acquisition of Westar; the costs incurred to consummate the anticipated acquisition of Westar; the possibility that the expected value creation from the anticipated acquisition of Westar will not be realized, or will not be realized within the expected time period; the credit ratings of Great Plains Energy following the anticipated acquisition of Westar; disruption from the anticipated acquisition of Westar making it more difficult to maintain relationships with customers, employees, regulators or suppliers; the diversion of management time and attention on the proposed transactions; and other risks and uncertainties.

With respect to Westar, the factors that could cause actual results to differ materially from any forward-looking statements include those discussed in the joint proxy statement/prospectus as well as (1) those discussed in Westar's Annual Report on Form 10-K for the year ended Dec. 31, 2015 (a) under the heading, "Forward-Looking Statements," (b) in ITEM 1. Business, (c) in ITEM 1A. Risk Factors, (d) in ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and (e) in ITEM 8. Financial Statements and Supplementary Data: Notes 13 and 15; (2) those discussed in Westar's Quarterly Report on Form 10-Q filed Aug. 2, 2016, (a) under the heading "Forward-Looking Statements." (b) in ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, (c) in Part I, Financial Information, ITEM 1. Financial Statements: Notes 3, 11 and 12, and (d) ITEM 1A. Risk Factors; and (3) other factors discussed in Westar's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date such statement was made, and Westar does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement was made.

#### **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 transaction, Great Plains Energy has filed with the SEC a Registration Statement on Form S-4 (Registration No. 333-212513), which was declared effective by the SEC, and a definitive joint proxy statement of Great Plains Energy and Westar, which also constitutes a prospectus of Great Plains Energy, each of which is publicly available, and Great Plains Energy and Westar have filed and may file other documents regarding the proposed transaction with the SEC. Great Plains Energy and Westar have mailed to their respective shareholders the definitive joint proxy statement/prospectus in connection with the transaction. **WE URGE INVESTORS TO READ THE REGISTRATION STATEMENT AND DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT GREAT PLAINS ENERGY, WESTAR AND THE PROPOSED TRANSACTION.**

Investors can obtain free copies of the Registration Statement and joint proxy statement/prospectus and other documents filed by Great Plains Energy and Westar 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's website (<http://www.westarenergy.com>) under the tab "Investors" and then under the heading "SEC Filings."

**SIGNATURE**

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.

WESTAR ENERGY, INC.

Date: August 25, 2016

By: \_\_\_\_\_ /s/ Larry D. Irick  
Name: Larry D. Irick  
Title: Vice President, General Counsel and Corporate Secretary

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**EXHIBIT INDEX**

**Exhibit Number**

**Description of Exhibit**

Exhibit 99.1

Joint Press Release of Great Plains Energy Incorporated and Westar Energy, Inc., dated August 25, 2016



## Great Plains Energy and Westar Energy Schedule Special Shareholder Meetings

### *Transaction on Track to Close in Spring of 2017*

**KANSAS CITY, Mo. and TOPEKA, Kan.** – August 25, 2016 – Great Plains Energy Incorporated (NYSE: GXP), the parent company of KCP&L, and Westar Energy, Inc. (NYSE: WR), today each announced special meetings on Monday, September 26, 2016, for their respective shareholders to vote on the companies' proposed transaction.

- Great Plains Energy's Special Meeting of Shareholders will be held on September 26, 2016, at 11:00 a.m. Eastern Daylight Time (10:00 a.m. Central Daylight Time) at Great Plains Energy Incorporated, One Kansas City Place, 1200 Main Street, Kansas City, Missouri, 64105
- Westar Energy's Special Meeting of Shareholders will be held on September 26, 2016 at 11:00 a.m. Eastern Daylight Time (10:00 a.m. Central Daylight Time) at Heritage Hall Building, Kansas Expocentre, 17<sup>th</sup> Street and Western Avenue, Topeka, Kansas 66612

Great Plains Energy's common shareholders of record as of the close of business on August 24, 2016, and Westar Energy's common shareholders of record as of the close of business on August 22, 2016, are entitled to vote their shares at the respective meetings in person or by proxy. Shareholders of both companies will receive the joint proxy statement/prospectus, which is being mailed to shareholders this week. The Securities and Exchange Commission declared effective the Great Plains Energy registration statement containing the joint proxy statement/prospectus on August 19, 2016. The document provides information for shareholders of both companies, as well as instructions for voting online, by mail, by telephone or in person.

Both the Great Plains Energy and Westar Energy Boards of Directors unanimously recommend that the companies' respective shareholders vote "FOR" each of the applicable proposals relating to the acquisition. The combination of Great Plains Energy and Westar Energy will create a leading Midwest energy utility well positioned to:

- Pursue increased attractive investment opportunities for the benefit of customers and shareholders;
- Realize significant operating and cost efficiencies as a result of a strong geographic fit and complementary customer mix;
- Deliver long-term shareholder value through an enhanced operating platform;
- Accelerate earnings per share growth with more predictability, while keeping customer rates low;
- Deliver top-quartile total shareholder returns; and
- Maintain strong investment grade ratings with a solid free cash flow profile.

The acquisition, which was announced on May 31, 2016, remains on track to be completed in the spring of 2017, subject to satisfaction of customary closing conditions, including receipt of shareholder and regulatory approvals.

For more information please visit [www.kcpl.com/westaracquisition](http://www.kcpl.com/westaracquisition).



## 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. More information about the companies is available on the internet at [www.greatplainsenergy.com](http://www.greatplainsenergy.com) or [www.kcpl.com](http://www.kcpl.com).

## About Westar Energy

Westar Energy, Inc. (NYSE: WR) is Kansas' largest electric utility. For more than a century, Westar has provided Kansans the safe, reliable electricity needed to power their homes, businesses and communities. Every day, Westar professionals generate and deliver electricity, protect the environment and provide excellent service to nearly 700,000 customers. Westar's 2,400 employees live, volunteer and work in the communities they serve. The company has 7,200 MW of electric generation capacity fueled by wind, coal, uranium, natural gas and landfill gas. Westar also is a leader in electric transmission in Kansas. For more information about Westar Energy, visit us at [www.WestarEnergy.com](http://www.WestarEnergy.com).

## 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 may include words like "believe," "anticipate," "target," "expect," "pro forma," "estimate," "intend," "guidance" or words of similar meaning. Forward-looking statements include, but are not limited to, statements relating to Great Plains Energy's proposed acquisition of Westar Energy, Inc. (Westar), the outcome of regulatory proceedings, cost estimates of capital projects 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 and KCP&L are 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 KCP&L; 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 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 ability to successfully manage transmission joint venture or to integrate the transmission joint ventures of Westar; 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 to obtain the regulatory and shareholder approvals





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**Great Plains Energy Incorporated**

**Investors**

Calvin Girard, (816) 654-1777  
Senior Manager, Investor Relations  
[calvin.girard@kcpl.com](mailto:calvin.girard@kcpl.com)  
or

Innisfree M&A Incorporated  
Art Crozier / Larry Miller  
(212) 750-5833

**Media**

Katie McDonald, (816) 447-2118  
Senior Director, Corporate Communications  
[katie.mcdonald@kcpl.com](mailto:katie.mcdonald@kcpl.com)  
or

Great Plains Energy Media line: (816) 392-9455

**Westar Energy, Inc.**

**Investors**

Cody VandeVelde, (785) 575-8227  
Director, Investor Relations  
[Cody.VandeVelde@westarenergy.com](mailto:Cody.VandeVelde@westarenergy.com)  
or

D.F. King & Co., Inc.  
(866) 745-0265

**Media**

Jana Dawson, (785) 575-1975  
Director, Corporate Communications  
[Jana.Dawson@WestarEnergy.com](mailto:Jana.Dawson@WestarEnergy.com)  
or

Westar Energy Media line: (888) 613-0003

