

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 5)

Tender Offer Statement
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)

ADT Limited
(Name of Subject Company)

Western Resources, Inc.
Westar Capital, Inc.
(Bidders)

Common Stock, Par Value \$0.10 Per Share
(Title of Class of Securities)

000915108
(CUSIP Number of Class of Securities)

John K. Rosenberg
Executive Vice President and General Counsel
Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612
Phone: (913) 575-6300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications
on Behalf of Bidders)

Copy to:

Neil T. Anderson
Sullivan & Cromwell
125 Broad Street
New York, New York 10004
(212) 558-4000

This Amendment No.5 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), originally filed by Western Resources, Inc., a Kansas corporation ("Western Resources"), on March 17, 1997 relating to the exchange offer disclosed therein to exchange all of the outstanding Shares for shares of Western Resources Common Stock upon the terms and subject to the conditions set forth in the Prospectus, dated March 14, 1997, and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-1.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding thereto the following:

(a) (5) Analysts' presentation given on April 9, 1997

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WESTERN RESOURCES, INC.

Date April 9, 1997

By /s/ JERRY D. COURINGTON

Jerry D. Courington,
Controller

INDEX TO EXHIBITS

| Exhibit No. | Description | Sequentially Numbered Pages |
|-------------|--|-----------------------------------|
| (a) (5) | Analysts' presentation given on April 9, 1997 | 1 |

The following analysts' presentation was given on April 9, 1997:

[logo] Western Resources

NatWest Securities

April 9, 1997

Western Resources Vision

"Western Resources will be the leading provider of energy and energy-related services for homes and businesses."

History

- 1924 - Company founded under the name The Kansas Power and Light Company
- 1980 - Profile - The Kansas Power and Light Company
 - 400,000 customers
 - Less than \$1 billion total assets
 - Less than \$300 million in market value
 - \$49 million earnings
- 1983 - Bought Gas Service Company
- 1992 - Merged with Kansas Gas & Electric to create Western Resources
- 1993 - Sold 40% of Gas Service Company for \$400+ million
- 1995 - Acquired Mobilfone Security and CSI to start Westar Security

Recent History

1996 -

Acquired The Wing Group

Commenced offer for KLT, formal discussions began in November

Announced agreement to exchange the balance of natural gas business worth
\$660 million to ONEOK for 45% of ONEOK stock

Purchased Westinghouse Security Services for approximately \$358 plus
assumed certain liabilities

\$3.5 billion exchange offer for ADT Limited

1997 - Reached definitive merger agreement with KLT on 2/7/97

Western Financial Statistics

Market price at 4/4/97 = \$30.25

52-week high/low \$31.875 - \$28

Dividends:

1997 indicated annual dividend = \$2.10

Paid every year since 1924

Current yield = 6.9%

Bond ratings of BBB+ , A- and A3

Net income twelve months ending 12/31/96 \$169 million

With ONEOK and KLT:

Assets increase to more than \$9 billion

Projected market value of approximately \$3.8 billion (assuming 4/4/97
stock price and 126.5 million common shares outstanding after KLT)

Today's Western Resources

Full-service, diversified energy company

1996 revenues of \$2 billion

Serves 606,000 electric customers in Kansas

Merger with KLT will add 430,000 more electric customers

Marketing access to 1.4 million natural gas customers in Kansas and Oklahoma through ONEOK alliance

Rapidly expanding our unregulated businesses

Westar Security - Approximately 430,000 monitored home and commercial security system customers in 46 states

Westar Energy - Wholesale, one-stop energy provider

Westar Capital - Energy-related investments

The Wing Group - Partnership in six power generation projects in China, Turkey and Colombia

Our Strategic Plan for Growth

Maintain a strong core utility business

Build a branded national presence

Become a leader in the international energy business

Strategic Priority: Strong Core Business

Characteristics:

- Low-cost producer of energy

- Strong brand identity

- Superior customer satisfaction levels

Opportunities:

- Increase product offerings to consumers

- Lower costs through reorganization

Investment Strategies :

- Expand customer base and geographic footprint

- Alliance opportunities including ONEOK

- Acquisition opportunities include KLT

Status report:

ONEOK Strategic Alliance

Earnings accretive to Western shareowners in the first full year

Cash flow accretive first full year

Western contributes all of its gas assets to ONEOK to create the 8th largest LDC in the country

Western gains access to 735,000 customers to market unregulated products and services

\$660 million transaction will make Western Resources the largest shareowner of ONEOK with 45% ownership on a fully converted basis

Western Resources will book 9.9% of ONEOK's earnings through equity accounting on common stock plus a preferred dividend of not less than \$1.80 per preferred share

Status Report:

Kansas City Power & Light (KLT) merger
Merger agreement reached at 2/7/97

Adds 430,000 electric customers and \$900 million in revenues

Canceled tender offer

Expect to close early 1998

Description of Offer: KLT

TERM

Consideration

SUMMARY

\$32.00 of WR common stock per
share of KLT common stock*

Number of WR common shares
capped at 1.100 per each KLT
common share

Current exchange ratio, based on
4/2/97 closing price is 1.045

Includes price protection provision

Form of Transaction

Tax-free stock swap, pooling-of-
interests transaction worth \$2
billion

Financing

Issue new shares of WR common

*Subject to an exchange ratio of 0.917 to 1.100
Western Resources common shares for each KLT share
common stock.

Exchange Ratio Calculation

Calculation of Stock Price and Dividends to KLT Shareholders -- current indicated dividends

| | Western Stock Price | Exchange Ratio WR/KLT | Stock Value to KLT | Premium to KLT April 12 | Dividend to KLT Holders (1) | Increase in KLT Dividend (1) |
|--------|---------------------------|-----------------------------|--------------------------|-------------------------------|-----------------------------------|------------------------------------|
| | \$27.00 | 1.100 | \$29.70 | 24.4% | \$2.31 | 42.6% |
| | 27.50 | 1.100 | 30.25 | 26.7% | 2.31 | 42.6% |
| | 28.00 | 1.100 | 30.80 | 29.0% | 2.31 | 42.6% |
| | 28.50 | 1.100 | 31.35 | 31.3% | 2.31 | 42.6% |
| | 29.00 | 1.100 | 31.90 | 33.6% | 2.31 | 42.6% |
| ----- | | | | | | |
| Collar | 29.09 | 1.100 | 32.00 | 34.0% | 2.31 | 42.6% |
| | 29.50 | 1.085 | 32.00 | 34.0% | 2.31 | 40.7% |
| | 30.00 | 1.067 | 32.00 | 34.0% | 2.28 | 38.3% |
| | 30.50 | 1.049 | 32.00 | 34.0% | 2.24 | 35.8% |
| | 31.00 | 1.032 | 32.00 | 34.0% | 2.17 | 34.0% |
| | 31.50 | 1.016 | 32.00 | 34.0% | 2.13 | 31.5% |
| | 32.00 | 1.000 | 32.00 | 34.0% | 2.10 | 29.6% |
| | 32.50 | 0.985 | 32.00 | 34.0% | 2.07 | 27.8% |
| | 33.00 | 0.970 | 32.00 | 34.0% | 2.04 | 25.9% |
| | 33.50 | 0.955 | 32.00 | 34.0% | 2.01 | 24.1% |
| | 34.00 | 0.941 | 32.00 | 34.0% | 1.98 | 22.2% |
| | 34.50 | 0.928 | 32.00 | 34.0% | 1.95 | 20.4% |
| Collar | 34.90 | 0.917 | 32.00 | 34.0% | 1.93 | 19.1% |
| ----- | | | | | | |
| | 35.00 | 0.917 | 32.10 | 34.5% | 1.93 | 19.1% |
| | 35.50 | 0.917 | 32.55 | 36.3% | 1.93 | 19.1% |
| | 36.00 | 0.917 | 33.01 | 38.3% | 1.93 | 19.1% |

(1) Based on current indicated dividends

Western Resources / KLT / ONEOK
Combined Regulated Service Territory
[MAP]

Strategic Priority:

Branded National Presence

Characteristics:

No utility has more than 4% of electric market; our critical mass goal is
5% - 10% of energy market

Coming legislative changes will likely allow utilities to compete for
customers like AT&T, MCI, and Sprint, instead of limiting franchises

Opportunities:

Acquire a product with characteristics similar to electricity or natural gas
that may be sold nationwide today. . . security

Sell products (energy & security) under umbrella of brand names. Today we
market under the names Westar, KPL and KGE and soon
under Oklahoma Natural Gas

Investment Strategies:

Long-term growth and income opportunities reside with being a low-cost
provider of value-added services to end-user consumers

Why Security?

Residential security business is attractive because of strong consumer demand, double-digit growth rates and a fragmented industry

Home security is another profitable service that can be offered with other products and services to gain customer loyalty in anticipation of electric industry deregulation

Exposure already gained is enhanced by WSS acquisition and ADT offer: gaining customer base, brand names, infrastructure and expertise

Westar Security

Started with five acquisitions in 1995 and 1996, gaining approximately 110,000 customers which made us the 10th largest security company, by estimated customer count, in the country

Growth further established the Westar name with a branded product identity

Acquisition of Westinghouse Security Systems (WSS) effective 12/31/96 makes us the third-largest monitored security company in the U.S.

Announced offer for ADT on 12/18/96

Recent Acquisition:

Westinghouse Security Systems

Transaction terms

Created 3rd largest monitored security systems company in the U.S., by customer count

Added about 320,000 customers and branch offices in 24 states --

provides access to 55% of US households

Cash transaction of approximately \$358 million plus assumed certain liabilities

Gain state-of-the-art centralized monitoring and customer service center and national branch network offering an excellent platform for growth

Western Resources' Offer for ADT

\$22.50 per ADT common share

\$10.00 in cash

\$12.50 in WR common stock*

Western Resources already owns 38.3 million ADT shares at an average cost of \$15.40 per share

Pending litigation

Invalidate Republic warrants

Disallow vote of treasury stock held by an ADT subsidiary

Invalidate dead hand poison pill

* Represents 0.41322 of a share of Western Resources' common stock for each share of ADT common stock based on the closing price of Western Resources' common stock on February 28, 1997. ADT shareowners would not, however, receive more than 0.42017 share of Western Resources common stock.

Westar Security Reach
with WSS and ADT
[map]

Map of United States excluding North Dakota, Alaska and Hawaii

More than 2 million customers in 46 states, Canada and the United Kingdom

Strategic Priority:

Leader in the International Energy Business

Characteristics:

Most growth in generating facilities and energy consumption during the next 20 years will occur outside the U.S. in developing nations, like China
Foreign countries are privatizing generation

Opportunities:

Develop relationships with central governments, find local partners; seek third-party financial partners
Receive carried interest for structuring expertise and obtain opportunity for equity investment as appropriate
Favorable position when distribution is eventually privatized

Investment Strategies:

Infrastructure builders will be best-positioned to eventually serve end users
Investment options include: developers, existing plants, greenfield projects

Status Report:

The Wing Group

Purchased in early 1996

Premier developer of power projects in the world

Finalized agreement with CPI in December, involving more than 2,000 MW coal-fired generation in China

Closed on Turkey project, a 478 MW combined-cycle plant

Closed on project to participate in 160 MW gas-fired plant in Colombia

International Power
Development - The Wing Group
[map]
Showing The Wing Group locations

Future View - Financial

Outlook of new WR with KLT, ONEOK, and security transactions completed:

Positioned to build long-term shareowner value

Growing revenue streams from new products and expanded markets

Recurring monthly revenue under multi-year, renewable security contracts

Improved margins from operating synergies and economies of scale

Continued acquisition efforts consistent with growth strategy

Delivering on our strategy will ensure continued access to capital markets

Committed to maintaining investment grade credit quality

What Analysts Think of WR Strategic Moves:

"The company is aggressively seeking to expand its access to customers on a nationwide basis, and ADT fits the bill perfectly, with its superior brand-name recognition and operations in 44 states as well as Canada and Europe." NatWest Securities

"We believe WR's strong long-term growth rate offsets near-term dilution."
Prudential Securities

This analysts' presentation is neither an offer nor an exchange nor a solicitation of an offer to exchange shares of common stock of ADT Limited. Such offer is made solely by the Prospectus dated March 14, 1997, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock of ADT Limited in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc; Bear, Stearns & Co. Inc; and Chase Securities Inc, or one or more registered brokers or dealers licensed under the laws of such jurisdiction.