

WESTAR ENERGY INC /KS
Form 8-K
May 16, 2012

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): May 16, 2012 (May 14, 2012)

Westar Energy, Inc.

(Exact Name of Registrant as Specified in Charter)

Kansas
(State or Other Jurisdiction
of Incorporation)

1-3523
(Commission
File Number)

48-0290150
(IRS Employer
Identification No.)

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818 South Kansas Avenue

Topeka, Kansas
(Address of Principal Executive Offices)

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

66612
(Zip Code)

Not Applicable

(Former name or former address, if changed from 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-11 under the Exchange Act (17 CFR 240.14a-11)

- .. 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))

Item 8.01 Other Events

Issuance of \$300 million of First Mortgage Bonds

On May 17, 2012, Westar Energy, Inc. (the **Company**) expects to settle the issuance and sale of \$300,000,000 in aggregate principal amount of its First Mortgage Bonds, 4.125% Series due 2042 (the **Bonds**), pursuant to an underwriting agreement dated May 14, 2012 among the Company and BNP Paribas Securities Corp., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as representatives of the several underwriters listed therein. The Bonds will be a further issuance of, and are fungible with, the \$250,000,000 in aggregate principal amount of our First Mortgage Bonds, 4.125% Series due 2042 that we issued on March 1, 2012 (the **Existing Bonds**) and will form a single series with the Existing Bonds. The Bonds will have terms identical to the Existing Bonds, other than issue date and offering price, and will have the same CUSIP number as and vote together with the Existing Bonds immediately upon issuance. The Bonds are issued and secured by the Mortgage and Deed of Trust, dated as of July 1, 1939, between the Company and the Bank of New York Mellon Trust Company, N.A. (as successor to Harris Trust and Savings Bank), as trustee (the **Mortgage**), and supplemented and amended by forty-two indentures supplemental thereto (together, the **Supplemental Indentures**), and will be further supplemented and amended by a forty-second supplemental (reopening) indenture thereto (together with the Mortgage and the Supplemental Indentures, the **Amended Mortgage**), the form of which is filed as Exhibit 4.1 to this Current Report on Form 8-K.

The Company will pay interest on the Bonds on March 1 and September 1 of each year, beginning on September 1, 2012. Interest on the Bonds accrues from and including March 1, 2012 at a rate of 4.125% per year, and will mature on March 1, 2042. Prior to September 1, 2041, the Company may redeem the Bonds, in whole at any time, or in part from time to time at a redemption price equal to the greater of: (a) 100% of the principal amount redeemed, plus accrued and unpaid interest on those Bonds to the redemption date, or (b) as determined by the quotation agent, the sum of the present values of the remaining scheduled payments of principal and interest on the Bonds to be redeemed (not including any portion of payments of interest accrued as of the redemption date) discounted to the redemption date on a semi-annual basis at the adjusted treasury rate plus 20 basis points, plus accrued and unpaid interest on those Bonds to the redemption date. On or after September 1, 2041, the Company may redeem the Bonds, in whole at any time, or in part from time to time at a redemption price equal to 100% of the principal amount redeemed, plus accrued and unpaid interest on those Bonds to the redemption date. The Bonds will be secured equally with all other bonds outstanding or hereafter issued under the Mortgage. The Bonds will be issued in minimum denominations of \$2,000 and in multiples of \$1,000.

The Bonds will be issued pursuant to a registration statement on Form S-3 (File No. 333-165889) previously filed with the Securities and Exchange Commission on April 2, 2010 (the **Registration Statement**). The foregoing description of the Bonds and the Amended Mortgage is qualified by reference to the description of the Bonds presented under the caption **Description of Bonds** in the prospectus supplement dated May 14, 2012 and filed with the Securities and Exchange Commission on May 15, 2012 and under the caption **Description of First Mortgage Bonds** in the prospectus contained in the Registration Statement and the full text of the Amended Mortgage.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated as of May 14, 2012, among the Company and BNP Paribas Securities Corp., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as representatives of the several underwriters
4.1	Form of Forty-Second Supplemental (Reopening) Indenture, dated as of May 17, 2012, by and between the Company and the Bank of New York Mellon Trust Company, N.A., as successor to Harris Trust and Savings Bank
5.1	Opinion of Larry D. Irick
23.1	Consent of Larry D. Irick (contained in Exhibit 5.1)

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.

WESTAR ENERGY, INC.

Date: May 16, 2012

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

Corporate Secretary

INDEX TO EXHIBITS

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