

WESTAR ENERGY INC /KS  
Form 425  
August 25, 2016

**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):**

**August 25, 2016**

**Exact Name of Registrant as Specified in its Charter,**  
**State of Incorporation,**

<b>Commission</b>	<b>Address of Principal Executive Offices and</b>	<b>I.R.S. Employer</b>
<b>File Number</b>	<b>Telephone Number</b>	<b>Identification No.</b>
001-32206	<b>GREAT PLAINS ENERGY INCORPORATED</b>  (A Missouri Corporation)	43-1916803

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1200 Main Street

Kansas City, Missouri 64105

(816) 556-2200

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))

**EXPLANATORY NOTE:** This Current Report on Form 8-K provides updated information with respect to the special meeting of shareholders of Great Plains Energy Incorporated ( Great Plains Energy ) to be held on September 26, 2016, at 10:00 a.m. (Central Daylight Saving Time) at the offices of Great Plains Energy located at One Kansas City Place, 1200 Main Street, Kansas City, Missouri 64105, for the purposes set forth in the Notice of the Special Meeting of Shareholders dated August 25, 2016 (the Notice ).

The Notice, the joint proxy statement/prospectus dated August 25, 2016 (the Proxy Statement ) and the proxy voting card were first mailed to shareholders on or about August 25, 2016.

**Item 7.01 Regulation FD Disclosure.**

On August 25, 2016, Great Plains Energy and Westar Energy, Inc. ( Westar ) jointly issued a press release. A copy of that press release is attached hereto as Exhibit 99.1.

The information under this Item 7.01 and in Exhibit 99.1 hereto is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information under this Item 7.01 and Exhibit 99.1 hereto shall not be deemed incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless otherwise expressly indicated in such registration statement or other document.

**Item 8.01 Other Events.**

**Supplemental Disclosures**

Great Plains Energy is filing this Form 8-K to provide the total number of shares of Great Plains Energy common stock that were outstanding on August 24, 2016, the record date for the special meeting (the Record Date ). As of the Record Date, 154,768,521 shares of Great Plains Energy common stock were outstanding. Only holders of record at the close of business on the Record Date are entitled to vote at the Great Plains Energy special meeting. The presence, in person or by proxy, of holders of a majority of the shares of common stock outstanding on the Record Date, or at least 77,384,261 shares, will constitute a quorum for the transaction of business at the special meeting.

**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 definitive 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.

### **Participants in Proxy Solicitation**

Great Plains Energy, Westar 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's shareholders with respect to the proposed transaction. Information regarding the officers and directors of Great Plains Energy is included in its definitive proxy statement for its 2016 annual meeting filed with the SEC on March 24, 2016. Information regarding the officers and directors of Westar is included in its definitive proxy statement for its 2016 annual meeting filed with the SEC on April 1, 2016. Additional information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, is set forth in the Registration Statement and definitive joint proxy statement/prospectus and other materials filed with SEC in connection with the proposed transaction. Free copies of these documents may be obtained as described in the paragraphs above.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Great Plains Energy Incorporated and Westar Energy, Inc.

**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: August 25, 2016

**GREAT PLAINS ENERGY  
INCORPORATED**

By: /s/ Ellen E. Fairchild  
Name: Ellen E. Fairchild  
Title: Vice President, Chief Compliance  
Officer and Corporate Secretary

**EXHIBIT INDEX**

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