

WESTAR ENERGY INC /KS  
Form 8-K  
March 03, 2017

**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) February 27, 2017**

**WESTAR ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**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**

**66612**

**(Address of principal executive offices)**

**(Zip Code)**

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

**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))

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**WESTAR ENERGY, INC.**

**Item 8.01. Other Events.**

***Issuance of \$300 million of First Mortgage Bonds***

On March 6, 2017, we expect to settle the issuance and sale of \$300,000,000 in aggregate principal amount of our First Mortgage Bonds, 3.100% Series due 2027 (the Bonds), pursuant to an underwriting agreement dated February 27, 2017 with Barclays Capital Inc., BNY Mellon Capital Markets, LLC and Wells Fargo Securities, LLC as representatives of the several underwriters listed therein, which is filed as Exhibit 1.1 hereto. The Bonds will be issued and secured by the Mortgage and Deed of Trust, dated July 1, 1939, between us and The Bank of New York Mellon Trust Company, N.A., as successor to Harris Trust and Savings Bank, as trustee, as amended and supplemented by forty-six indentures supplemental thereto, in addition to the Forty-Second Supplemental (Reopening) Indenture (as amended and supplemented, the Mortgage), and as to be amended and supplemented by an additional supplemental indenture thereto, to be dated as of March 6, 2017 (the Forty-Seventh Supplemental Indenture) (the Mortgage, as amended and supplemented, the Amended Mortgage).

We will pay interest on the Bonds on April 1 and October 1 of each year, beginning on October 1, 2017. Interest on the Bonds accrues from and including March 6, 2017 at a rate of 3.100% per year. Prior to January 1, 2027, we 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 of the Bonds to be redeemed, plus accrued and unpaid interest on those Bonds to but excluding 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 that would be due if the bonds matured on January 1, 2027 (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 15 basis points, plus accrued and unpaid interest on those Bonds to but excluding the redemption date. On or after January 1, 2027, we may redeem the Bonds at any time in whole, or from time to time in part, at our option, at a redemption price equal to 100% of the principal amount redeemed, plus accrued and unpaid interest on those Bonds to but excluding 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 integral multiples of \$1,000 in excess thereof.

The Bonds are being offered pursuant to a registration statement on Form S-3 (File No. 333-210266) previously filed with the Securities and Exchange Commission on March 18, 2016. The foregoing description of the Bonds and the Amended Mortgage is qualified by reference to the full text of the Mortgage, which is filed as an exhibit to our Annual Report on Form 10-K, and the Forty-Seventh Supplemental Indenture, which is filed as Exhibit 4.1 hereto, incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of February 27, 2017, among Westar Energy, Inc. and Barclays Capital Inc., BNY Mellon Capital Markets, LLC and Wells Fargo Securities, LLC
4.1	Form of Forty-Seventh Supplemental Indenture, dated as of March 6, 2017, by and between Westar Energy, Inc. 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 regarding the legality of the First Mortgage Bonds
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: March 3, 2017

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

**INDEX TO EXHIBITS**

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