

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

EVERGY, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or Other Jurisdiction of
Incorporation or Organization)

82-2733395
(I.R.S. Employer
Identification No.)

1200 Main Street
Kansas City, Missouri
(Address of Principal Executive Offices)

64105
(Zip Code)

EVERGY, INC. 401(k) SAVINGS PLAN
(Full title of the plan)

Heather A. Humphrey
Senior Vice President – General Counsel and Corporate Secretary
1200 Main Street
Kansas City, Missouri 64105
(816) 556-2200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, no par value	500,000 shares	\$58.56	\$29,280,000	\$3,194.45

- (1) Evergy, Inc., a Missouri corporation (the “Company”), is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register the issuance of an additional 500,000 shares of the Company’s common stock, no par value (the “Common Stock”), which are issuable pursuant to the Evergy, Inc. 401(k) Savings Plan (the “Plan”).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that may become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration that results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices per share of Common Stock as reported on the New York Stock Exchange on March 15, 2021.

EXPLANATORY NOTE – REGISTRATION OF ADDITIONAL SHARES

This Registration Statement is being filed by the Company to register an additional 500,000 shares of Common Stock that may be offered or sold pursuant to the Plan, together with an indeterminate amount of interests in the Plan. The shares being registered pursuant to this Registration Statement are additional securities of the same class as the securities for which a Registration Statement on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on June 15, 2018 (File No. 333-225673), as amended by Post-Effective Amendment No. 1 to the Registration Statement (File No. 333-225673) on December 19, 2019 (as amended, the “Prior Registration Statement”). Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Company and the Plan incorporate by reference the documents or portions of documents listed below that were filed with the Commission under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent that any information contained in such filings is deemed “furnished” and not “filed” (pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K and corresponding exhibits thereto or other applicable Commission rules):

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2020](#), filed with the Commission on February 26, 2021;
- (b) The Company’s Current Reports on Form 8-K filed with the Commission on [January 8, 2021](#), [February 4, 2021](#) and [February 26, 2021](#);
- (c) The Plan’s Annual Report on Form 11-K for the fiscal year ended [December 31, 2019](#), as filed with the Commission on June 23, 2020; and
- (d) The description of the Common Stock, which is contained in [Exhibit 4.64](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, including any subsequent amendment or any report subsequently filed for the purpose of updating such description.

All documents the Company and the Plan file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K and any corresponding exhibits thereto not filed with the Commission or pursuant to other applicable Commission rules) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any document subsequently filed by the Company or the Plan which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference in this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of Common Stock offered hereby is being passed upon for the Company by Jeffrey C. DeBruin, the Company’s Corporate Counsel and Assistant Secretary. A copy of this opinion is attached as Exhibit 5.1 to this Registration Statement. Mr. DeBruin beneficially owns or has rights to acquire an aggregate of less than 0.1% of the total outstanding shares of Common Stock.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
3.1*	<u>Amended and Restated Articles of Incorporation of Evergy, Inc., effective June 4, 2018 (incorporated by reference to Exhibit 3.1 to Evergy, Inc.'s Current Report on Form 8-K filed with the Commission on June 4, 2018).</u>
3.2*	<u>Amended and Restated By-laws of Evergy, Inc., effective February 28, 2020 (incorporated by reference to Exhibit 3.2 to Evergy, Inc.'s Current Report on Form 8-K filed with the Commission on March 2, 2020).</u>
5.1	<u>Opinion of Jeffrey C. DeBruin, Corporate Counsel and Assistant Secretary of Evergy, Inc., regarding the legality of the securities being registered.</u>
23.1	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Evergy, Inc.</u>
23.2	<u>Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm for the Evergy, Inc. 401(k) Savings Plan.</u>
23.3	<u>Consent of Jeffrey C. DeBruin, Corporate Counsel and Assistant Secretary of Evergy, Inc. (included in Exhibit 5.1 to this Registration Statement).</u>
24.1	<u>Powers of Attorney.</u>
99.1*	<u>Evergy, Inc. 401(k) Savings Plan (incorporated by reference to Exhibit 99.1 to Evergy Inc.'s Post-Effective Amendment No. 1 to Form S-8 filed with the Commission on December 19, 2019).</u>

* Incorporated by reference herein as indicated.

In accordance with the requirements of Item 8(b) of Part II of Form S-8, the Registrant hereby undertakes that it will submit or has submitted the Plan subject to this Registration Statement and any amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner and will make all changes required by the IRS to qualify the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on March 22, 2021.

EVERGY, INC.

By: /s/ David A. Campbell

David A. Campbell
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David A. Campbell</u> David A. Campbell	President, Chief Executive Officer and Director (Principal Executive Officer)	March 22, 2021
<u>/s/ Kirkland B. Andrews</u> Kirkland B. Andrews	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 22, 2021
<u>/s/ Steven P. Busser</u> Steven P. Busser	Vice President – Risk Management and Controller (Principal Accounting Officer)	March 22, 2021
* <u>Mark A. Ruelle</u>	Chairman of the Board	March 22, 2021
* <u>Mollie H. Carter</u>	Director	March 22, 2021
* <u>Thomas D. Hyde</u>	Director	March 22, 2021
* <u>B. Anthony Isaac</u>	Director	March 22, 2021
* <u>Paul M. Keglevic</u>	Director	March 22, 2021
* <u>Mary L. Landrieu</u>	Director	March 22, 2021
* <u>Sandra A.J. Lawrence</u>	Director	March 22, 2021
* <u>Ann D. Murtlow</u>	Director	March 22, 2021
* <u>Sandra J. Price</u>	Director	March 22, 2021
* <u>S. Carl Soderstrom, Jr.</u>	Director	March 22, 2021
* <u>Art Stall</u>	Director	March 22, 2021
* <u>C. John Wilder</u>	Director	March 22, 2021

*By /s/ Kirkland B. Andrews
Kirkland B. Andrews
Attorney-in-Fact*

PLAN SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Administrative Committee of the Every, Inc. 401(k) Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on March 22, 2021.

EVERGY, INC. 401(k) SAVINGS PLAN

By: /s/ Heather A. Humphrey
Name: Heather A. Humphrey
Title: Chair, Administrative Committee

March 22, 2021

Evergy, Inc.
1200 Main Street
Kansas City, Missouri 64105

Re: Evergy, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I have served as Corporate Counsel and Assistant Secretary to Evergy, Inc., a Missouri corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of up to an additional 500,000 shares (the "Shares") of the Company's common stock, no par value, issuable pursuant to the Evergy, Inc. 401(k) Savings Plan (the "Plan").

In rendering the opinions expressed below, I have examined and relied upon copies of the Registration Statement and the exhibits filed therewith. I am familiar with the Amended and Restated Articles of Incorporation of the Company and the Amended and Restated By-laws of the Company and the resolutions of the Board of Directors of the Company relating to the Registration Statement. I have also examined originals, or copies of originals certified to my satisfaction, of such agreements, documents, certificates and statements of government officials and other instruments, and have examined such questions of law and have satisfied myself as to such matters of fact, as I have considered relevant and necessary as a basis for this opinion letter. I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures, the legal capacity of all persons other than the directors and officers of the Company and the conformity with the original documents of any copies thereof submitted to me for examination.

Based on the foregoing, and subject to the qualifications and limitations hereinafter set forth, I am of the opinion that the Shares, when issued in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable.

I am licensed to practice law in the State of Missouri and the foregoing opinions are limited to the laws of the State of Missouri.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to me included in or made a part of the Registration Statement. In giving the foregoing consent, I do not hereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder. This opinion may not be relied upon by you for any other purpose.

Very truly yours,

/s/ Jeffrey C. DeBruin
Jeffrey C. DeBruin
Corporate Counsel and Assistant Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2021, relating to the consolidated financial statements and financial statement schedules of Evergy, Inc. and subsidiaries, and the effectiveness of Evergy, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Evergy, Inc. for the year ended December 31, 2020.

/s/ DELOITTE & TOUCHE LLP

Kansas City, Missouri
March 22, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Evergy, Inc. of our report dated June 22, 2020 with respect to the statements of net assets available for benefits of the Evergy, Inc. 401(k) Savings Plan as of December 31, 2019 and 2018, the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2019, which appear in the Form 11-K of the Evergy, Inc. 401(k) Savings Plan.

/s/ Mayer Hoffman McCann P.C.

Kansas City, Missouri
March 22, 2021

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, each of whom is a member of the Board of Directors of Evergy, Inc., a Missouri corporation, constitutes and appoints David A. Campbell, Kirkland B. Andrews and Heather A. Humphrey, and each of them, his or her true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and re-substitution, to sign, execute and file with the Securities and Exchange Commission (or any other governmental or regulatory authority), for us and in our names in the capacities indicated below, a Registration Statement on Form S-8 relating to the Evergy stock fund in Evergy's defined contribution "401(k)" plan, and any and all amendments (including post-effective amendments) thereto, with all exhibits and any and all documents required to be filed with respect thereto, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and to perform each and every act and thing necessary or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 19th day of March, 2021.

/s/ David A. Campbell

David A. Campbell

Richard L. Hawley

/s/ B. Anthony Isaac

B. Anthony Isaac

/s/ Mary L. Landrieu

Mary L. Landrieu

/s/ Ann D. Murtlow

Ann D. Murtlow

/s/ Mark A. Ruelle

Mark A. Ruelle

/s/ John A. Stall

John A. Stall

/s/ Mollie H. Carter

Mollie H. Carter

/s/ Thomas D. Hyde

Thomas D. Hyde

/s/ Paul M. Keglevic

Paul M. Keglevic

/s/ Sandra A.J. Lawrence

Sandra A.J. Lawrence

/s/ Sandra J. Price

Sandra J. Price

/s/ S. Carl Soderstrom Jr.

S. Carl Soderstrom Jr.

/s/ C. John Wilder

C. John Wilder