

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 12)

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

Kansas City Power & Light Company  
(Name of Subject Company)

Western Resources, Inc.  
(Bidder)

Common Stock, Without Par Value  
(Title of Class of Securities)

48513410  
(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, including Zip Code, and Telephone  
Number, including Area Code, of Agent for Service)

Copies to:

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

William S. Lamb  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
125 West 55th Street  
New York, New York 10019  
(212) 424-8000

This Amendment No. 12 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 July 8, 1996 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 July 3, 1996, 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)(45) Text of a videoscript.
- (a)(46) Text of an advertisement.
- (a)(47) Letter to KCPL shareholders.

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.

Date July 29, 1996

By /s/ JERRY D. COURINGTON  
Jerry D. Courington,  
Controller

INDEX TO EXHIBITS

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(a)(45)	Text of a videoscript.	4
(a)(46)	Text of an advertisement.	1
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Exhibit No. (a)(45)

The following videoscript was used beginning July 26, 1996:

Merger Update Video

Kyron legal preface language, bring up from black.

Important legal information about the status of Western Resources' registration statement follows this video. The material that follows contains certain statements of opinion and belief.

Fade to black, bring up music, bring up news conference video.

Narration over clips of April 14 news conference.

Kyron: April 14th Press Conference

Narrator:

On Sunday, April 14, Western Resources announced it had made a merger offer to Kansas City Power and Light. In an afternoon news conference, John E. Hayes, Jr., Western Resources' chairman and chief executive officer, outlined the company's offer.

Clips from the April 14 news conference

Kyron: John E. Hayes, Jr., Chairman of the Board & CEO

Hayes:

\* Our offer includes a 17 percent premium for Kansas City Power & Light stock and a 27 percent increase in the Kansas City Power & Light shareowners' dividends.

Kyron: Based on closing stock prices and current dividend rates for both companies on April 12, 1996.

Hayes:

\* We also are offering to reduce rates for Kansas City Power & Light customers 30 percent below the amount proposed by UtiliCorp in their proposal that they set before the Kansas City Power & Light shareowners.

\* In regard to employees, we're into job creation, not layoffs. We propose to combine the companies and actually grow the employee body. In fact, what we propose to do, is when this merger is completed, establish an additional Western Resources business unit in Kansas City. Headquartering a unit here in addition to Kansas City Power & Light, a unit which will have a national reach and employ a large number of people.

Kyron: Strategic Combination

Hayes:

\* This is a strategic combination which will position Western Resources and Kansas City Power & Light extremely well. Strategic combination is so important as this industry continues to change. The industry is becoming very competitive, critical mass is important, the ability to introduce technology and the ability to not only do an outstanding job for customers in your traditional service territory, which this will do, lower rates, better earnings, and better returns to shareowners, but also establish a base for the national marketplace.

Narration over video of communications pieces.

Kyron: Shareowner Communications

Narrator:

To inform KCPL shareowners, customers, and employees,

Image of News Clip:

Narrator:

as well as the financial community about the benefits of a merger with Western Resources,

Image of News Clip:

Narrator:

and to urge KCPL shareowners to vote against the UtiliCorp/KCPL proposal,

Images from Western Resources Internet site:

Narrator:

Western Resources provided information

Image from Western Resources Internet site:

Narrator:

through its Internet web site; meetings with key financial analysts and securities brokers; informational ads in newspapers;

Image of Merger Information Guide booklet

Narrator:

mailers to KCPL shareowners; as well as informational meetings with KCPL shareowners.

Narration over video of WR annual shareholder meeting.

On May 7, during Western Resources' annual shareowner meeting, John Hayes explained the merger proposal in detail and responded to shareowner questions.

Video of Hayes during WR shareowner meeting

\* How do we stack up against UtiliCorp as a potential partner with Kansas City Power & Light? Well, let's look at the track record.

\* I mentioned earlier that we've been returning 12.4 percent a year to you shareowners, they've been returning 8.3 percent to their shareowners -- 50 percent greater performance over the past four years since we merged with KG&E, coming forward than they have been producing during that same period. We're a stronger company. They're a triple B, one notch above non-investment grade.

\* Here are the 1995 financial results. Total debt to total capital -- 47 percent debt ratio in our case, 61 percent of the balance sheet is debt in the case of UtiliCorp. Dividend payout ratio in 1995 -- we paid out 74 percent staying in that industry targeted range. UtiliCorp paid out 100 percent of their earnings to their shareowners last year. Return on average common equity -- 11.1 percent versus 8.4 percent.

\* Conclusion, in my opinion: Western Resources is a stronger company, a growing company, a company with a better foundation for that combination.

\* Western Resources has a proven track record of successfully working through utility mergers in the past in a way that creates shareholder value and benefits for ratepayers. Because of this, we have a great deal of confidence that the management can accomplish similar success in a merger with KLT. Which is of course, is the Kansas City Power & Light stock symbol. That's from Barry M Abramson, one of the most widely known and recognized security analysts in our industry, on April the 16th.

Video of headlines about canceled vote on at "On May 20 ..."

On May 20, KCPL and UtiliCorp canceled their scheduled shareholder vote seeking approval of the KCPL/UtiliCorp merger

Video of newspaper headlines announcing new plan -- pull quotes to support narration.

Images of News Clip:

Narrator:

Also on May 20th, KCPL and UtiliCorp announced a restructuring for UtiliCorps initial proposal.

Video of headlines about WR revised offer.

Images of News Clip:

Kyron: Increased offer from \$28 to \$31

Narrator:

Then on June 17, Western Resources increased its offer for KCPL from \$28 to \$31 of Western Resources common stock for each KCPL share of common stock,

Kyron: Minimum of .933 and up to 1.1 shares of Western Resources stock for each KCPL Share

Narrator:

with a minimum of .933 and up to 1.1 shares of Western Resources common stock for each KCPL common share.

Kyron: Resulting annual dividend rate per KCPL share equates to between \$2.00 and \$2.35

Narrator:

The resulting annual dividend rate per KCPL share would equate to between \$2.00 and \$2.35 based on our projected post-merger annual dividend for 1998.

Video edited from newscast on KMBC News -- Channel 9.

Larry Moore: Western Resources is up its offer by three dollars a share in its attempt to merge with Kansas City Power & Light.

Lori Everett: They are calling this a bidding war designed to force KCP&L to bargain.

Larry Moore: Bev Chapman is in the news room now with more for us. Will it work Bev?

Bev Chapman: Well Larry, so far all that KCPL is saying is they are reviewing the proposal. If all of this seems a little removed from those of us who don't work at KCPL or don't own its stock, consider this. The outcome of all this could affect what we pay for electricity in the future and the job market in Kansas City.

HAYES: It's designed to get KCP&L to come to the bargaining table or get their shareowners to agree to come with us and either way, to form a new company.

Reporter: The people who make a living following these mergers say this latest offer from Western Resources will force KCPL to make a move.

Narrator:

Proxy materials have been mailed to KCPL shareowners urging them to vote against the proposed UtiliCorp/KCPL transaction. We have also officially made our offer to KCPL shareowners to tender their shares of KCPL stock.

Western Resources continues to move forward to make this combination a reality.

At "tender their shares of KCPL stock" fade and dissolve to 30-second image commercial.

Image Commercial script:

Narrator:

Today, we're all searching for new and better ways to make our lives a little easier.

We're changing our life styles, our work habits, and learning news ways to talk to one another.

Western Resources is providing whole new lines of consumer- and business-oriented products and services that offer solutions for our daily lives.

Western Resources, what you expect your energy company to be and more.

After logo comes up, fade to black, drop music, Kyron legend.

This video is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, 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 KCPL 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 or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Fade to black.

Exhibit No. (a)(46)

The following advertisement will be used beginning July 27, 1996:

KCPL  
HAS NO  
EXCUSES  
LEFT.

LATE BREAKING NEWS LATE BREAKING NEWS LATE BREAKING NEWS  
On July 25, 1996, Western Resources reached an agreement with the staff of the

Kansas Corporation Commission for rate adjustments which will not reduce our previously reported projections of post-merger earnings or our ability to pay projected dividends.

Here's what one of the most respected utility analysts said about this new development:

"This settlement also effectively takes the wind out of Kansas City Power & Light's sails in its labored attempt to stave off WR's advances. We regard this settlement as one more example of WR's ability to make good on its promises. We believe KCPL shareholders have only one clear choice and that is to vote against the proposed KCPL/UtiliCorp United merger and to tender their shares to WR."

Edward Tirello, NatWest Securities, July 26, 1996

WESTERN RESOURCES' OFFER\*  
Dividend per KCPL share: \$2.00 - \$2.35  
Price per KCPL share: \$31.00

We believe when KCPL's excuses are stripped away, all that's left is KCPL executives' desire for the big bonuses UtiliCorp's proposal is offering them.

NO MORE EXCUSES. THE CHOICE IS CLEAR. CHOOSE WESTERN RESOURCES.

Vote AGAINST the Proposed Merger with UtiliCorp  
on the GOLD Proxy Card.

[LOGO]  
Western Resources

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US AT 1-800-223-2064, OR ACCESS OUR WEB SITE AT <http://www.wstnres.com>.

\* Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources' common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock); assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

This advertisement is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, 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 KCPL 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 or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Exhibit No. (a)(47)

The following letter was sent to KCPL shareholders:

July 26, 1996

Dear KCPL Shareowner,

We are pleased to announce that on July 25, 1996, Western Resources reached an agreement with the staff of the Kansas Corporation Commission for rate adjustments in our service area.

The agreement confirms Western Resources' previously reported projections of post-merger earnings. These rate adjustments are offset by lower than proposed depreciation charges relating to Wolf Creek, so there will be no reduction in earnings per share from those projected for the merger.

The agreement fully supports our \$31 offer and projected post-merger dividend of \$2.00 - \$2.35 per KCPL share,\* notwithstanding the desperate attempts by KCPL management to suggest otherwise.

Don't be misled. Here's what one of the most respected utility analysts said about this development:

"The settlement also effectively takes the wind out of Kansas City Power & Light's sails in its labored attempt to stave off WR's advances. We regard this settlement as

one more example of WR's ability to make good on its promises. WE BELIEVE KCPL SHAREHOLDERS HAVE ONLY ONE CLEAR CHOICE, AND THAT IS TO VOTE AGAINST THE PROPOSED KCPL/UTILICORP UNITED MERGER AND TO TENDER THEIR SHARES TO WR. (Emphasis Added)"

Edward Tirello  
NatWest Markets  
July 26, 1996

With this issue off the table, ask yourself what is KCPL management's real reason for preferring UtiliCorp. We think it's the millions in cash and stock to themselves vs. better value to you. To protect your investment, vote AGAINST the UtiliCorp proposal on the GOLD proxy card.

I look forward to working with you in the future to create a strong, growing company.

Thank you for your consideration of this important matter.

Sincerely,

John E. Hayes, Jr.  
Chairman of the Board  
and Chief Executive Officer  
WESTERN RESOURCES, INC.

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\* \$31 worth of Western Resources common stock for each share of KCPL common stock assuming WR average share price prior to exchange is between \$28.18 and \$33.23. Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' Offer.

This letter is neither an offer to exchange nor a solicitation of an offer to exchange Shares. The Offer is made solely by the Prospectus dated July 3, 1996, 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 in any jurisdiction in which the making of the 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 the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.