
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 26, 2024

Evergy, Inc.

(Exact Name of Registrant as Specified in Charter)

Missouri
(State or Other Jurisdiction
of Incorporation)

001-38515
(Commission
File Number)

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

**1200 Main Street
Kansas City, Missouri 64105**
(Address of Principal Executive Offices, and Zip Code)

(816) 556-2200
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Evergy Kansas Central, Inc.

(Exact Name of Registrant as Specified in Charter)

Kansas
(State or Other Jurisdiction
of Incorporation)

001-03523
(Commission
File Number)

48-0290150
(I.R.S. Employer
Identification No.)

**818 South Kansas Avenue
Topeka, Kansas 66612**
(Address of Principal Executive Offices, and Zip Code)

(785) 575-6300
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Evergy Metro, Inc.

(Exact Name of Registrant as Specified in Charter)

Missouri
(State or Other Jurisdiction
of Incorporation)

000-51873
(Commission
File Number)

44-0308720
(I.R.S. Employer
Identification No.)

**1200 Main Street
Kansas City, Missouri 64105**
(Address of Principal Executive Offices, and Zip Code)

(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 (*see* General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Every, Inc. common stock	EVRG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

This combined Current Report on Form 8-K is provided by the following registrants: Evergy, Inc. (“Evergy”), Evergy Kansas Central, Inc. (“Evergy Kansas Central”) and Evergy Metro, Inc. (“Evergy Metro,” and collectively with Evergy and Evergy Kansas Central, the “Evergy Companies”). Information relating to any individual registrant is filed by such registrant solely on its own behalf. Each registrant makes no representation as to information relating exclusively to the other registrants.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 26, 2024, Evergy announced that it has appointed W. Bryan Buckler to serve as Evergy’s Executive Vice President and Chief Financial Officer and designated him as the Evergy Companies’ Chief Financial Officer. Mr. Buckler will hold the same positions with Evergy Kansas Central and Evergy Metro, as well as with the other main utilities in the Evergy group. Mr. Buckler’s employment is expected to commence on October 1, 2024. In connection with the appointment of Mr. Buckler, Mr. Geoffrey T. Ley will reassume his prior positions of Vice President, Corporate Planning and Treasurer.

In connection with Mr. Buckler’s appointment, Evergy and Mr. Buckler entered into an offer letter that provides Mr. Buckler with a compensation package initially consisting of the following:

- Mr. Buckler will receive an annual base salary of \$660,000. Mr. Buckler will also participate in Evergy’s annual incentive plan, with an initial target award equal to 80% of his base salary, and in Evergy’s long-term incentive plan, with an initial target grant date award equal to 225% of his base salary.
- To induce Mr. Buckler to accept the position and, in part, to replace compensation that Mr. Buckler is forfeiting by departing from his current employer, Mr. Buckler will receive:
 - Time-based restricted stock units (“RSUs”) with a grant date fair market value equal to \$1.8 million, which units will vest in two equal installments on the first and second anniversaries of his start date, in accordance with Evergy’s standard time-based RSU agreement; and
 - Performance-based RSUs with a grant date fair market value equal to \$1.2 million, which will vest according to Evergy’s standard performance-based RSU agreement and performance criteria outlined therein for the performance period from January 1, 2024 – December 31, 2026, with grant vesting processed on March 1, 2027.
- Mr. Buckler will be eligible to enter into Evergy’s standard form of change-in-control severance agreement (the “CIC Agreement”) and Executive Severance Plan (the “Severance Plan”), as amended from time to time, subject to the terms of the CIC Agreement and the Severance Plan, and be eligible to receive the severance benefits thereunder.
- Mr. Buckler will also be reimbursed up to \$100,000 for substantiated expenses related to housing in Kansas City and transportation to and from his primary residence and Kansas City from his employment start date to September 30, 2025. Mr. Buckler will also be eligible to participate in Evergy’s general benefit plans (e.g., 401(k) plan and health and welfare plans), as well as Evergy’s nonqualified deferred compensation plan.

Evergy also entered into an indemnification agreement with Mr. Buckler in the same form as has been entered into with other officers. The indemnification agreement provides indemnification to the extent allowed under Missouri law. Mr. Buckler will not receive any separate compensation for his services at Evergy’s subsidiaries.

Mr. Buckler, 51, joins Evergy from OGE Energy Corp., where he served as Chief Financial Officer since January 2021. Prior to joining OGE Energy Corp., Mr. Buckler served as Vice President of Investor Relations at Duke Energy Corporation. During his tenure at Duke Energy, Mr. Buckler also served as Director of Financial Planning and Analysis (2016 – 2019), Director of Regulated Accounting (2015 – 2016) and various leadership positions prior

thereto, including assistant treasurer and accounting research roles. Mr. Buckler holds a bachelor's degree from the University of Georgia. Mr. Buckler also completed leadership programs at the University of North Carolina – Chapel Hill and at University of California Berkeley.

There are no arrangements or understandings between Mr. Buckler and any other person pursuant to which he was selected as an officer, other than those set forth in the offer letter and as described above. In addition, there are no family relationships between Mr. Buckler and any director or executive officer of Evergy, and Mr. Buckler has not been party to any related person transactions with Evergy.

The foregoing summary of the offer letter is qualified in its entirety by reference to the full text of the offer letter that is attached as Exhibit 10.1 and is incorporated herein by reference. Additionally, a copy of the form of CIC Agreement, a copy of the Severance Plan and a copy of the form of indemnification agreement were previously filed as Exhibit 10.20 to Evergy's Form 10-K for the year ended December 31, 2023, as Exhibit 10.1 to Evergy's Form 10-Q for the quarter ended September 30, 2019 and as Exhibit 10.2 to Evergy's Form 10-Q for the quarter ended September 30, 2018, respectively.

Item 7.01 Regulation FD Disclosure

On August 26, 2024, Evergy issued a press release announcing the appointment of Mr. Buckler, as described above. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information under this Item 7.01 and in Exhibit 99.1 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 in Exhibit 99.1 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 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, dated August 18, 2024.
99.1	Press Release issued by Evergy, Inc. on August 26, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Evergy, Inc.

/s/ Heather A. Humphrey

Heather A. Humphrey
Senior Vice President, General Counsel and Corporate
Secretary

Evergy Kansas Central, Inc.

/s/ Heather A. Humphrey

Heather A. Humphrey
Senior Vice President, General Counsel and Corporate
Secretary

Evergy Metro, Inc.

/s/ Heather A. Humphrey

Heather A. Humphrey
Senior Vice President, General Counsel and Corporate
Secretary

Date: August 26, 2024



August 18, 2024

Bryan,

On behalf of Evergy, Inc. (the "Company"), we are pleased to offer you the position of Executive Vice President and Chief Financial Officer of the Company, reporting to David Campbell. Your employment with the Company will commence as soon as practicable, but we hope that you will be able to join us no later than October 1, 2024. This offer is contingent upon Evergy, Inc. Compensation and Leadership Development Committee approval and your successful completion of a pre-employment drug test and background check, both of which must be found satisfactory by the Company.

Details of the offer include:

- **Title:** Executive Vice President and Chief Financial Officer
- **Supervisor:** David Campbell
- **Work Location:** Your assigned work location will be our 1KC – 1200 Main Street office located in Kansas City, Missouri.
- **Travel Reimbursement:** In accordance with the Company's expense reimbursement policies, the Company will reimburse up to One Hundred Thousand Dollars (\$100,000) of substantiated expenses that you incur from your employment start date to September 30, 2025, related to temporary hotel/housing in Kansas City and transportation/mileage to and from your primary residence and Kansas City. All reimbursed expenses are considered taxable income.
- **Salary:** Your initial base annual salary will be Six Hundred and Sixty Thousand Dollars (\$660,000) per annum, prorated to reflect the portion of the year during which you are an employee of the Company, and will be paid in accordance with the Company's normal payroll procedures, subject to applicable taxes, deductions, and withholdings. Your base annual salary after 2024 is subject to review and adjustment in accordance with the Company's standard executive compensation procedures.
- **Annual Incentive Plan:** You will be eligible to participate in the Evergy, Inc. Executive Annual Incentive Plan (the "AIP"). Your initial target award (Target AIP) under the AIP is eighty percent (80%) of your base annual salary. Your target AIP for the 2024 plan year will not be prorated by calendar days remaining and actively employed, following your employment start date in 2024, and will be paid at Plan performance. The amount of any future target awards made to you under the AIP will be determined in accordance with the Company's standard procedures. Payment of awards for which you are eligible under the AIP will be subject to terms and conditions of the AIP and is dependent on performance against pre-established goals and objectives that are approved annually by the Compensation and Leadership Development Committee of the Evergy, Inc. Board of Directors.
- **Long-Term Incentive Plan:** Your position is eligible for participation in the Company Long-Term Incentive Plan ("LTIP"). The LTIP target for your new role is two hundred and twenty five percent (225%) of your base pay at the time of grant. Under the current structure, grants are made on an annual basis in March of each year, and 25% of the grants consist of time-based restricted stock units ("RSUs") and 75% of the grants consist of performance based RSUs. The Company reserves the right to amend, modify or terminate the LTIP and structure of the program at any time.

1200 Main St. Kansas City, MO 64105-2122 evergy.com

- **Time-Based Inducement Equity Award:** You will receive an inducement equity award of Time-Based RSUs granted under the LTIP and pursuant to the Company's standard form of agreement. The date of grant for this award will be your Employment Start Date. Subject to the terms of the grant agreement, including your continued employment, one-half (1/2) of the award will vest on the first anniversary of the grant date (your employment start date) and the second half (1/2) of the award will vest on the second anniversary of the grant date (your employment start date), assuming your continued employment through such date. The number of RSUs comprising the Time-Based Inducement Equity Award will be calculated by dividing \$1,800,000 by the average closing price per share of the Company's common stock over the calendar month preceding the grant date and rounding any fractional shares to the next highest whole number.
- **Performance-Based Inducement Equity Award:** You will receive an inducement equity award of Performance-Based RSUs granted under the LTIP and pursuant to the Company's standard form of agreement. The date of grant for this award will be your Employment State Date and this award will follow the 2024 RSU Performance Based Award Agreement and performance criteria outlined for the performance period from January 1, 2024 – December 31, 2026, with grant vesting processed on March 1, 2027, assuming your continued employment through such date. The number of RSUs comprising the second Inducement Equity Award will be calculated by dividing \$1,200,000 by the average closing price per share of the Company's common stock over the calendar month preceding the grant date and rounding any fractional shares to the next highest whole number.
- **Relocation:** You will be eligible to participate in the company's Executive Relocation program. You agree to physically move within one year of your employment start date; and all reimbursable relocation expenses must be incurred within one year from your employment start date. Your recruiter will send you a copy of the policy and repayment agreement terms. We utilize third party relocation services provided by Cartus. If you voluntarily terminate your employment or your employment is terminated for cause within two (2) years of your effective or transfer date (whichever is applicable), you agree to be responsible for repayment of one hundred percent (100%) of the Total Relocation Expense. By agreeing to this, you also consent to the deduction of all or part of such repayment due Evergy from monies due you from Evergy upon such termination. Further, you will be responsible for all subsequent tax consequences.
- **Participation in Nonqualified Deferred Compensation Plan.** You will be eligible to participate in the Evergy, Inc. Nonqualified Deferred Compensation Plan (the "NQDC"). An election to participate in the NQDC for the 2024 fiscal year must be made within 30 days of your employment start date. Under the current terms of the NQDC, you may elect to defer compensation and receive Company matching contributions on such deferrals in accordance with the terms therein. The Company reserves the right to amend, modify or terminate the NQDC at any time.
- **Medical:** You are eligible for coverage effective upon hire date. You have 31 days from the date of your hire to enroll in benefits.
- **Vacation:** During the first year of employment, you are eligible for 20 days (4 weeks) of vacation pro-rated by the quarter in which you are hired.
- **Participation in Executive Benefits.** Upon your employment start date, you will be eligible to enter into the Company's standard forms of change in control severance agreement, executive severance plan and indemnification agreement, and be entitled to the benefits described in those agreements.

- **Clawbacks.** Any awards granted to you under the AIP or the LTIP will be subject to any clawback provisions in those plans, which generally allow the Company to recover any cash incentive compensation or equity awards paid to you in the event of a restatement of or other inaccuracy in the Company's financial statements, or any other Company clawback policy which may apply to such awards. The Company reserves the right to implement new or modify its existing clawback policy at any time.
- **Contingencies.** The Company's offer of employment described in this Offer Letter is contingent upon receipt of approval from the Company's Compensation & Leadership Development Committee.

Participation in Evergy, Inc. and its subsidiaries' ACCESS dispute resolution program is a term and condition of your employment as a non-union employee of Evergy, Inc. and its subsidiaries'. Any workplace dispute you may have against the Company is subject to a three-option process, which includes final and binding arbitration. Please read the enclosed ACCESS Program Guide for further information. If you have questions about this material, please contact the ACCESS Program administrator at (816) 556-2307.

Employment with Evergy, Inc. and its subsidiaries' is "at will." This conditional offer should not be construed as a contract guarantee of employment expressed or implied.

If the terms of this offer meet your approval, please electronically accept the offer.

Please contact us if you have any questions. We look forward to having you join our Executive team!

/s/ David A. Campbell
David A. Campbell
President & Chief Executive Officer

/s/ Lesley Elwell
Lesley Elwell
SVP, Chief HR Officer & Chief Diversity Officer

ACCEPTED AND AGREED TO this 20th day of August, 2024.

/s/ W. Bryan Buckler
W. Bryan Buckler

**Evergy Appoints W. Bryan Buckler Executive Vice President and Chief Financial Officer**

Buckler Previously Served as Chief Financial Officer at OGE Energy Corp.

KANSAS CITY, MO., August 26, 2024 – Evergy, Inc. (NASDAQ: EVRG) today announced W. Bryan Buckler will become the company’s executive vice president and chief financial officer, effective October 1, 2024. As chief financial officer, Buckler will be responsible for Evergy’s corporate finance functions, including treasury, accounting, planning, tax, internal audit, capital allocation and investor relations.

Buckler, 51, joins Evergy from OGE Energy Corp. (NYSE: OGE), the parent company of OG&E, a regulated electric utility serving Oklahoma and western Arkansas. He has served as chief financial officer since January 2021. At OGE Energy Corp., Buckler is responsible for the treasury, investor relations, financial planning and analysis, internal audit and controller functions. Prior to joining OGE Energy Corp., Buckler was at Duke Energy Corporation for more than 14 years, where he served in various finance leadership roles, most recently as vice president, investor relations. He began his career at Ernst & Young LLP, where he worked for 11 years.

“We are very excited to have Bryan Buckler join our Evergy team,” commented David Campbell, Evergy’s chairman and chief executive officer. “Along with his strong track record as a chief financial officer, Bryan brings a wealth of experience through prior stints in accounting, treasury, financial planning and analysis, and investor relations functions in his career. I look forward to partnering with Bryan and I know he will be a great mentor and leader for our finance organization.”

Geoff Ley will continue to serve as Evergy’s acting chief financial officer until September 30, 2024, when he will transition the chief financial officer role and retain his role as treasurer and vice president of corporate planning.

“I would also like to thank Geoff Ley for his outstanding service as acting chief financial officer during this interim period,” added Campbell. “Geoff plays a vital role at Evergy and we are very grateful for all that he does as a member of our senior leadership team.”

About Evergy

Evergy, Inc. (NASDAQ: EVRG), serves 1.7 million customers in Kansas and Missouri. Evergy's mission is to empower a better future. Our focus remains on producing, transmitting and delivering reliable, affordable, and sustainable energy for the benefit of our stakeholders. Today, about half of Evergy's power comes from carbon-free sources, creating more reliable energy with less impact to the environment. We value innovation and adaptability to give our customers better ways to manage their energy use, to create a safe, diverse and inclusive workplace for our employees, and to add value for our investors. Headquartered in Kansas City, our employees are active members of the communities we serve.

For more information about Evergy, visit us at www.evergy.com.

Forward Looking Statements

Statements made in this document that are not based on historical facts are forward-looking, may involve risks and uncertainties, and are intended to be as of the date when made. Forward-looking statements include, but are not limited to, statements relating to Evergy's strategic plan, including, without limitation, those related to earnings per share, dividend, operating and maintenance expense and capital investment goals; the outcome of legislative efforts and regulatory and legal proceedings; future energy demand; future power prices; plans with respect to existing and potential future generation resources; the availability and cost of generation resources and energy storage; target emissions reductions; and other matters relating to expected financial performance or affecting future operations. Forward-looking statements are often accompanied by forward-looking words such as "anticipates," "believes," "expects," "estimates," "forecasts," "should," "could," "may," "seeks," "intends," "proposed," "projects," "planned," "target," "outlook," "remain confident," "goal," "will" or other words of similar meaning. Forward-looking statements involve risks, uncertainties and other factors that could cause actual results to differ materially from the forward-looking information.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the Evergy Companies are providing a number of risks, uncertainties and other factors that could cause actual results to differ from the forward-looking information. These risks, uncertainties and other factors include, but are not limited to: economic and weather conditions and any impact on sales, prices and costs; changes in business strategy or operations; the impact of federal, state and local political, legislative, judicial and regulatory actions or developments, including deregulation, re-regulation, securitization and restructuring of the electric utility industry; decisions of regulators regarding, among other things, customer rates and the prudence of operational decisions such as capital expenditures and asset retirements; changes in applicable laws, regulations, rules, principles or practices, or the interpretations thereof, governing tax, accounting and environmental matters, including air and water quality and waste management and disposal; the impact of climate change, including increased frequency and severity of significant weather events and the extent to which counterparties are willing to do business with, finance the operations of or purchase energy from the Evergy Companies due to the fact that the Evergy Companies operate coal-fired generation; prices and availability of electricity and natural gas in wholesale markets; market perception of the energy industry and the Evergy Companies; the impact of future pandemic health events on, among other things, sales, results of operations, financial position, liquidity and cash flows, and also on operational issues, such as supply chain issues and the availability and ability of the Evergy Companies' employees and suppliers to perform the functions that are necessary to operate the Evergy Companies; changes in the energy trading markets in which the Evergy Companies participate, including retroactive repricing of transactions by regional transmission organizations (RTO) and independent system operators; financial market conditions and performance, disruptions in the banking industry, including volatility in interest rates and credit spreads and in availability and cost of capital and the effects on derivatives and hedges, nuclear decommissioning trust and pension plan assets and costs; impairments of long-lived assets or goodwill; credit ratings; inflation rates; effectiveness of risk management policies and procedures and the ability of counterparties to satisfy their contractual commitments; impact of physical and cybersecurity breaches, criminal activity, terrorist attacks, acts of war and other disruptions to the Evergy Companies' facilities or information technology infrastructure or the facilities and infrastructure of third party service providers on which the Evergy Companies rely; impact of geopolitical conflicts on the global energy market, including the ability to contract for non-Russian sourced uranium; ability to carry out marketing and sales plans; cost, availability, quality and timely provision of equipment, supplies, labor and fuel; impacts of tariffs; ability to achieve generation goals and the occurrence and duration of planned and unplanned generation outages; delays and cost increases of generation, transmission, distribution or other projects; the Evergy Companies' ability to manage their transmission and distribution development plans and transmission joint ventures; the inherent risks associated with the ownership and operation of a nuclear facility, including environmental, health, safety, regulatory and financial risks; workforce risks, including those related to the Evergy Companies' ability to attract and retain qualified personnel, maintain satisfactory relationships with their labor unions and manage costs of, or changes in, wages, retirement, health care and other benefits; disruption, costs and uncertainties caused by or related to the actions of individuals or entities, such as activist shareholders or special interest groups, that seek to influence Evergy's strategic plan, financial results or operations; the impact of changing expectations and demands of the Evergy Companies' customers, regulators, investors and stakeholders, including heightened emphasis on environmental, social and governance concerns; the possibility that strategic initiatives, including mergers, acquisitions and divestitures, and long-term financial plans, may not create the value that they are expected to achieve in a timely manner or at all; difficulties in maintaining relationships with customers, employees, regulators or suppliers; and other risks and uncertainties.

This list of factors is not all-inclusive because it is not possible to predict all factors. You should also carefully consider the information contained in the Evergy Companies' other filings with the Securities and Exchange Commission (SEC). Additional risks and uncertainties are discussed from time to time in current, quarterly and annual reports filed by the Evergy Companies with the SEC. New factors emerge from time to time, and it's not possible for the Evergy Companies to predict all such factors, nor can the Evergy Companies assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained or implied in any forward-looking statement. Given these uncertainties, undue reliance should not be placed on these forward-looking statements. The Evergy Companies undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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