

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 16)

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. 16 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)(61) Text of Proxygram mailed to KCPL shareowners on August 1, 1996.
- (a)(62) Text of letter mailed to KCPL shareowners on August 1, 1996.



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.

Dated: August 1, 1996

WESTERN RESOURCES, INC.

By: /s/ Jerry D. Courington  
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Jerry D. Courington  
Controller



## INDEX TO EXHIBITS

| Exhibit<br>No. | Description   |
|----------------|---|
| (a)(61)        | Text of Proxygram mailed to KCPL shareowners on August 1, 1996. |
| (a)(62)        | Text of letter mailed to KCPL shareowners on August 1, 1996.    |





[The following Proxygram was sent to KCPL shareowners on August 1, 1996.]

WESTERN RESOURCES

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

August 1, 1996

Dear KCPL Shareowner:

On July 30, 1996, Institutional Shareholder Services ("ISS"), the nation's leading voting advisory service, recommended that its clients, including institutional investors, mutual funds and other fiduciaries, vote AGAINST the UtiliCorp merger.

In its report, ISS stated,

"Western's offer to merge with KCPL again remains superior in terms of price, dividend, and the financial strength of the combined companies," and that, "Our recommendation is grounded in the belief that it is the duty of the board to maximize value for KCPL shareholders and to fairly consider all offers, including those that are unsolicited."

ISS disputed KCPL's claim about Western Resources' cost savings estimates. They told their clients that:

"Western has demonstrated that its saving estimates are consistent with recent acquisitions and with its experience in integrating Kansas Gas & Electric (KG&E) in 1990," and, "With a clearly superior offer on the table, we believe it is incumbent upon the KCPL board to work with Western towards a deal that will best benefit its shareholders."

ISS called upon the KCPL board to "...stop rebuffering Western and negotiate a friendly transaction" and concluded, "...Western's deal is superior, but will not likely be consummated unless KCPL shareholders act quickly to block the merger agreement with UTU [UtiliCorp]."

It's not too late to act to protect your investment. Remember, you stand to lose \$4 per share and up to a 27% increase in dividends<sup>1</sup> if the UtiliCorp merger is approved. If you oppose the merger, but have not yet voted, you must return a proxy voting AGAINST to ensure your vote is represented. A failure to vote could leave you stuck with what we believe is an inferior transaction.

Since time is short and your vote extremely important, we have established a method to enable you to vote by toll-free telephone. Please follow the simple instructions below.

If you need any assistance in the last-minute voting of your shares, please call Georgeson & Company Inc. toll-free, at 1-800-223-2064.



Thank you for your continued support.

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

TOLL-FREE PROXYGRAM OPERATORS  
ARE AVAILABLE TO ASSIST YOU NOW!!!

INSTRUCTIONS

1. Call toll-free 1-800-521-8454 between 8:00 a.m. and 12 midnight eastern time.
2. Tell the operator that you wish to send a collect Proxygram to ID No. 4972, Western Resources, Inc. in opposition to Kansas City Power & Light Company.
3. State your name, address and telephone number.
4. State the bank or broker at which your shares are held and your control number as shown below:

Name:  
Broker:  
Control Number:  
Number of Shares:



PROXY SOLICITED BY WESTERN RESOURCES, INC.  
 IN OPPOSITION TO THE PROXY SOLICITED BY THE DIRECTORS OF  
 KANSAS CITY POWER & LIGHT COMPANY

The undersigned, a holder of record of shares of common stock, without par value (the "Shares"), of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), at the close of business on June 26, 1996, hereby appoints John K. Rosenberg, Richard D. Terrill, David C. Wittig and Neil T. Anderson, or any of them, the proxy or proxies of the undersigned, each with full power of substitution, to attend the Special Meeting of KCPL Shareholders on August 7, 1996, and any adjournments, postponements, continuations or reschedulings thereof, at which holders of Shares will be voting on the approval of the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of January 19, 1996, as amended and restated as of May 20, 1996, by and among KCPL, UtiliCorp United Inc., a Delaware corporation ("UtiliCorp"), KC Merger Sub, Inc., a Delaware corporation ("KC Merger Sub"), and KC United Corp., a Delaware corporation ("KC United"), providing for the merger of UtiliCorp with and into KC Merger Sub, with UtiliCorp surviving, and the subsequent merger of UtiliCorp with and into KCPL (the "Proposed UtiliCorp/KCPL Transaction"), with KCPL surviving ("Newco"), and to vote as specified in this proxy all the Shares which the undersigned would otherwise be entitled to vote if personally present. The undersigned hereby revokes and previous proxies with respect to the matters covered in this Proxy.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION. IF RETURNED CARDS ARE SIGNED BUT NOT MARKED, THE UNDERSIGNED WILL BE DEEMED TO HAVE VOTED AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION AND TO HAVE ABSTAINED ON ALL OTHER MATTERS.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST PROPOSAL 1.

1. Approval of the issuance of shares of KCPL common stock no par value, pursuant to the Merger Agreement with UtiliCorp United Inc.  
 AGAINST                       FOR                       ABSTAIN
  
2. Approval of Newco Stock Incentive Plan.  
 AGAINST                       FOR                       ABSTAIN



## 3. Approval of Newco Management Incentive Compensation Plan.

( ) AGAINST                      ( ) FOR                              ( ) ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments, postponements, continuations or reschedulings thereof.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE, PLEASE CONTACT GEORGESON & COMPANY, INC. AT 1-800-223-2064.

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1 Value 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. The projected annual dividend per KCPL shares 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.

Value per KCPL share is based upon the NYSE closing prices of UtiliCorp and KCPL on July 31, 1996 and the exchange ratio set forth in the UtiliCorp/KCPL merger agreements. The projected annual dividend per KCPL share is based upon the stated intention of KCPL and UtiliCorp to recommend an annual dividend rate of \$1.85 per KCPL share following consummation of the proposed UtiliCorp/KCPL transaction.

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 jurisdiction 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.





[The following letter was sent to KCPL shareowners on August 1, 1996.]

WESTERN RESOURCES

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

August 1, 1996

Dear KCPL Shareowner:

Because we believe that the enclosed information is extremely important to KCPL shareowners, we are sending it directly to you to eliminate any delays that you may experience in receiving it from your broker or bank.

The KCPL special meeting is only a few days away.

Remember:

- o If the UtiliCorp merger is approved, you stand to lose over \$4.00 per share in value and up to 27% of your projected annual dividends.<sup>1</sup>
- o Institutional Shareholder Services ("ISS"), the nation's leading voting advisory service, has recommended to its clients that they vote AGAINST the UtiliCorp merger, stating "Western's offer to merge with KCPL again remains superior in terms of price, dividend, and the financial strength of the combined companies."
- o Western Resources' rate case settlement with the Kansas Corporation Commission staff destroys KCPL management's last excuse for rejecting our offer. The agreement fully supports our \$31 offer and projected post-merger dividend of \$2.00-\$2.35 per KCPL share,<sup>1</sup> notwithstanding the desperate attempts by KCPL management to suggest otherwise.

If you oppose the merger, but have not yet voted, you must return a proxy voting AGAINST to ensure your vote is represented. A failure to vote could leave you stuck with what we believe is an inferior transaction.

Don't be pressured by KCPL. Remember, by restructuring their merger agreement, KCPL has taken away your legal right of appraisal to receive fair value for your shares.

To protect your valuable KCPL investment, we urge you to return the GOLD proxy card today to your broker or bank. Since time is short, we have enclosed a prepaid Federal Express return envelope addressed to Georgeson & Company Inc. You may call Federal Express toll-free at 1-800-238-5355 to arrange for a pickup. Georgeson will deliver your proxy to your bank or broker on your behalf.



If you need any assistance in the last-minute voting of your shares, please call Georgeson & Company Inc., toll-free, at 1-800-223-2064.

Sincerely,

/s/ John Hayes

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Value per KCPL share is based upon the NYSE closing prices of UtiliCorp and KCPL on July 31, 1996 and the exchange ratio set forth in the UtiliCorp/KCPL merger agreements. The projected annual dividend per KCPL share is based upon the stated intention of KCPL and UtiliCorp to recommend an annual dividend rate of \$1.85 per KCPL share following consummation of the proposed UtiliCorp/KCPL transaction.

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 jurisdiction 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.