



Great Plains Energy SEC Filings
8-K

GREAT PLAINS ENERGY INC filed this Form 8-K on 08/13/10

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KCPL Exhibit No. KCPL125
Date 3/4/11 Reporter JNB
File No. EL-2010-0355
EL-2010-0356

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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): August 10, 2010

Commission
File Number
001-32206

Registrant, State of Incorporation,
Address and Telephone Number

I.R.S. Employer
Identification
Number
43-1916803

GREAT PLAINS ENERGY INCORPORATED

(A Missouri Corporation)
1200 Main Street
Kansas City, Missouri 64105
(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:

- 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))

Item 8.01 Other Events

On August 13, 2010, Great Plains Energy Incorporated ("Great Plains Energy") issued \$250 million aggregate principal amount of 2.75% Notes due 2013 (the "Notes"), pursuant to an Underwriting Agreement, dated August 10, 2010, among the Company and Barclays Capital Inc. and BNP Paribas Securities Corp., as representatives of the several underwriters named therein. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (333-159131) of the Company (the "Registration Statement").

In connection with the issuance and sale of the notes, Great Plains Energy entered into the several agreements and other instruments listed in Item 9.01 of this Current Report on Form 8-K and filed as exhibits hereto. These exhibits are incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	
1.1	Underwriting Agreement dated August 10, 2010 among Great Plains Energy and Barclays Capital Inc. and BNP Paribas Securities Corp. as representatives of the several underwriters named therein.
4.1	Third Supplemental Indenture dated as of August 13, 2010 between Great Plains Energy and The Bank of New York Mellon Trust Company, N.A., as trustee.
5.1	Opinion dated August 13, 2010 of Dewey & LeBoeuf LLP.
23.1	Consent of Dewey & LeBoeuf LLP (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.

**GREAT PLAINS ENERGY
INCORPORATED**

/s/ Lori A. Wright

Lori A. Wright
Vice President and Controller

Date: August 13, 2010

Exhibit 1.1

Great Plains Energy Incorporated

\$250,000,000

2.75% Notes due 2013

UNDERWRITING AGREEMENT

dated August 10, 2010

**Barclays Capital Inc.
BNP Paribas Securities Corp.**

Underwriting Agreement

August 10, 2010

BARCLAYS CAPITAL INC.
BNP PARIBAS SECURITIES CORP.

As Representatives of the several Underwriters

c/o Barclays Capital Inc.
745 Seventh Avenue
New York, NY 10019

and

c/o BNP Paribas Securities Corp.
787 Seventh Avenue
New York, NY 10019

Ladies and Gentlemen:

Great Plains Energy Incorporated, a Missouri corporation (the "**Company**"), confirms its agreement with each of the underwriters named in Schedule A (the "**Underwriters**"), subject to the terms and conditions stated herein, with respect to the issue and sale by the Company and the purchase by the Underwriters, acting severally and not jointly, of the respective amounts set forth in such Schedule A of \$250,000,000 aggregate principal amount of the Company's 2.75% Notes due 2013 (the "**Senior Notes**"). Barclays Capital Inc. and BNP Paribas Securities Corp. have agreed to act as representatives of the several Underwriters (in such capacity, the "**Representatives**") in connection with the offering and sale of the Senior Notes.

The Senior Notes will be issued pursuant to a senior indenture, as supplemented (the "**Base Indenture**"), dated as of June 1, 2004 between the Company and The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company) as trustee (the "**Trustee**"). Certain terms of the Senior Notes will be established pursuant to a supplemental indenture (the "**Supplemental Indenture**") in accordance with Article Thirteen of the Base Indenture (together with the Base Indenture, the "**Indenture**"). The Senior Notes will be issued in book-entry form in the name of Cede & Co., as nominee of The Depository Trust Company (the "**Depository**"), pursuant to a Letter of Representations, to be dated on or before the Closing Date (as defined in Section 2(b) below) (the "**DTC Agreement**"), among the Company, the Trustee and the Depository.

The Company has prepared and filed with the Securities and Exchange Commission (the "**Commission**") a registration statement on Form S-3 (File No. 333-159131), to be used in connection with, among other securities, the public offering and sale of debt securities, including

the Senior Notes, of the Company. Such registration statement, including the financial statements, exhibits and schedules thereto, in the form in which it became effective under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (collectively, the "Securities Act"), including any required information deemed to be a part of the registration statement at the time of effectiveness pursuant to Rule 430B under the Securities Act, is called the "Registration Statement". The term "Base Prospectus" shall mean the base prospectus dated May 11, 2009 relating to the Senior Notes. The term "Preliminary Prospectus" shall mean any preliminary prospectus supplement relating to the Senior Notes, together with the Base Prospectus, that is first filed with the Commission pursuant to Rule 424(b). The term "Prospectus" shall mean the final prospectus supplement relating to the Senior Notes, together with the Base Prospectus, that is first filed pursuant to Rule 424(b) after the date and time that this Agreement is executed (the "Execution Time") and delivered by the parties hereto. Any reference herein to the Registration Statement, any Preliminary Prospectus or the Prospectus shall be deemed to refer to and include the documents that are or are deemed to be incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act prior to 12:30 p.m. (Eastern time) on August 10, 2010 (the "Initial Sale Time"). All references in this Agreement to the Registration Statement, any Preliminary Prospectus, the Prospectus, or any amendments or supplements to any of the foregoing, shall include any copy thereof filed with the Commission pursuant to its Electronic Data Gathering, Analysis and Retrieval System ("EDGAR").

All references in this Agreement to financial statements and schedules and other information which is "contained," "included" or "stated" (or other references of like import) in the Registration Statement, the Prospectus or any Preliminary Prospectus shall be deemed to mean and include all such financial statements and schedules and other information which is or is deemed to be incorporated by reference in the Registration Statement, the Prospectus or any Preliminary Prospectus, as the case may be, prior to the Initial Sale Time; and all references in this Agreement to amendments or supplements to the Registration Statement, the Prospectus or any Preliminary Prospectus shall be deemed to include the filing of any document under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "Exchange Act"), which is or is deemed to be incorporated by reference in the Registration Statement, the Prospectus or any Preliminary Prospectus, as the case may be, after the Initial Sale Time.

The Company hereby confirms its agreements with the Underwriters as follows:

SECTION 1. Representations and Warranties of the Company.

The Company hereby represents, warrants and covenants to each Underwriter as of the date hereof, as of the Initial Sale Time and as of the Closing Date (as defined herein) (in each case, a "Representation Date"), as follows:

(a) *Well-Known Seasoned Issuer.* (i) At the time of filing the Registration Statement, (ii) at the time of the most recent amendment thereto for the purposes of complying with Section 10(a)(3) of the Securities Act (whether such amendment was by post-effective amendment, incorporated report filed pursuant to Section 13 or 15(d) of the Exchange Act or form of prospectus), (iii) at the time the Company or any person acting on its behalf (within the meaning,

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