

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 8)

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
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This Amendment No. 8 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)(33) Earnings release issued on July 23, 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.

Date July 23, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
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(a)(33) Earnings release issued on July 23, 1996.

Exhibit No. (a)(33)

WESTERN RESOURCES REPORTS MAJOR JUMP IN EARNINGS

WHOLESALE ELECTRIC REVENUES LEAD THE WAY

TOPEKA, Kansas, July 23, 1996 -- Spurred by a 56 percent increase in wholesale electricity sales, Western Resources today announced a 33 percent increase in earnings per share of common stock compared to the same quarter one year ago.

"This increase is another validation of our strategy to maintain Western Resources as a strong regional utility as we continue expanding into new unregulated areas. While the core residential, commercial and industrial electric sales were up due to the weather in our service area, it is most satisfying to see the growth in our wholesale business, developing our position as the leading wholesaler of electricity in this region," said John E. Hayes, Jr., chairman and chief executive officer.

Earnings were \$0.40 per share, which is up from the \$0.30 per share recorded during the second quarter of 1995. Net income year-to-date is up 16 percent compared to last year.

Operating income for the second quarter of 1996 was \$59,020,000. Operating revenues for the second quarter 1996 were \$436,121,000, up 17 percent from the second quarter of last year.

Total electric sales for April through June of 1996 grew 19 percent compared to last year. Residential sales were up 20 percent, commercial sales were up 9 percent and industrial sales were up 3 percent for the second quarter.

Wholesale electricity sales to other utilities, electric cooperatives and municipalities were up 534.4 million kilowatt-hours, or 56 percent ahead of last year's second quarter sales volumes. "Our results reflect more than the warm weather. They reflect a successful cost containment program and savings through early retirement programs implemented last year. They reflect the success of Western Resources management and vision as the utility marketplace continues to change," said Hayes.

Western Resources (NYSE:WR) is a diversified energy company. Its utilities, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, energy-related products and services are developed and marketed in the continental U.S., and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

	Quarter Ended June 30,		Twelve Months Ended June 30,	
	1996	1995	1996	1995
1. Operating Revenues	\$436,121,000	\$372,295,000	\$1,812,983,000	\$1,640,188,000
2. Net Income	\$28,746,000	\$21,716,000	\$191,920,000	\$154,358,000
3. Earnings Applicable to Common Stock	\$25,392,000	\$18,362,000	\$178,501,000	\$140,940,000
4. Average Common Shares Outstanding	63,465,666	61,885,556	62,903,857	61,716,449
5. Earnings per Average				

Common Share Outstanding \$0.40

\$0.30

\$2.84

\$2.28

6. Net Utility Plant

(after depreciation) \$4,348,305,000 \$4,319,335,000

This news release 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.