

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) March 29, 2000

WESTERN RESOURCES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

KANSAS	1-3523	48-0290150
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(Employer Identification No.)

818 KANSAS AVENUE, TOPEKA, KANSAS	66612
(Address of Principal Executive Offices)	(Zip Code)

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

Item 5. Other Events

On March 29, 2000, Western Resources, Inc. ("Western") announced that it will separate its electric utility business from its non-electric utility business. The separation is expected to be accomplished by means of a voluntary exchange offer and is expected to be completed prior to year end 2000.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference. A copy of an investor presentation posted on Western's web site is attached as Exhibit 99.2 hereto and incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 - Press release dated March 29, 2000 issued by Western Resources, Inc.

Exhibit 99.2 - Investor Presentation released March 29, 2000 by Western Resources, Inc.

SIGNATURE

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 thereunto duly authorized.

Western Resources, Inc.

Date March 29, 2000  
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By /s/ William B. Moore  
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William B. Moore, Executive Vice  
President, Chief Financial  
Officer and Treasurer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release dated March 29, 2000 issued by Western Resources, Inc.
99.2	Investor Presentation released March 29, 2000

[LOGO] Western Resources  
making life a little easier

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WESTERN RESOURCES ANNOUNCES SEPARATION,  
REPORTS 1999 RESULTS,  
ANNOUNCES DIVIDEND POLICY

TOPEKA, Kansas, March 29, 2000 (6:30 a.m. CST) -- Western Resources (NYSE:WR) announced today that it will separate its electric utility business, to be called Westar Energy, from its non-electric business, which will be renamed later and until then referred to as "Westar Capital." Both companies will be public entities. The separation is expected to be accomplished by means of a voluntary exchange offer and is expected to be completed prior to year-end 2000.

"We believe that Westar Energy, as a pure-play electric company, will unlock the value associated with our electric assets by providing shareholders an investment opportunity exclusively in our electric utility operations," said David C. Wittig, Western Resources chairman of the board, president and chief executive officer.

"While the businesses of the total company are strong, they have different growth, financial, and business profiles and are evaluated differently by investors," said Wittig. "Many of our shareholders have wanted greater definition to the business, specifically a desire to have the company return to its core business as strictly an electric utility. This strategy gives our shareholders a choice of which business they wish to own, and gives the financial community a

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clearer understanding of where the company's value lies. In fact, this is very similar to the structure we would have built had the KCPL transaction been completed."

Westar Energy will consist of two electric utilities, KPL and KGE, that provide electric service to approximately 628,000 customers in Kansas. The non-electric company, Westar Capital, will consist of the company's approximate 85% ownership interest in Protection One (NYSE:POI), a monitored security company; its approximate 45% ownership interest in ONEOK Inc. (NYSE:OKE), a Tulsa-based natural gas company; its 100% ownership interest in Protection One Europe; its 40% ownership in Paradigm Direct LLC, a direct marketing company; and other investments.

The exchange offer will provide Western Resources shareholders with the opportunity to exchange some or all of their Western Resources common stock for shares in Westar Capital. The terms of the offer, including the exchange rate, will be determined and announced on commencement of the offer, expected to be in the third quarter of 2000. The offer of shares in Westar Capital will be made only by means of a prospectus.

Western Resources believes, without giving assurances, that the separate companies will have per share market values above Western Resources' current stock price levels. The exchange is expected to be a one-for-one exchange with between 29 and 37 million shares exchanged for Westar Capital. Any shares not subscribed will be held for possible later distribution or sale.

Upon completion of the transaction, Westar Energy intends to raise approximately \$300 million of equity. Proceeds will be used to repay debt.

"For the investor seeking the profile and income of a utility investment, and the opportunity for a growing dividend, Westar Energy will have two solidly performing electric

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utilities located in solid markets," said Wittig. "Investors in the non-electric business, Westar Capital, will be able to evaluate and realize a different risk/reward potential under this structure, one more focused on growth and capital appreciation. The new corporate structure will allow the management team of each business to focus its energies and abilities on maximizing the potential and value of its assets."

For example, in the non-electric business area, Wittig said that Protection One announced today that customer attrition for the fourth quarter 1999 had improved and Protection One expects attrition to be lower in the first quarter 2000 than the fourth quarter 1999. Protection One also has made significant progress in the last six months to enhance customer service, retain customers and reduce debt.

#### Management Team

Wittig, 44, will serve as the chairman of the board, president and chief executive officer of Westar Capital and will be the chairman of Westar Energy. The balance of the management teams will be announced at a later date. Each company will remain headquartered in Topeka, Kansas. Customers of KPL, KGE and Protection One should see no changes as a result of this transaction.

#### Bond Ratings

The rating agencies previously indicated that they were reviewing Western Resources' debt ratings with negative implications. With this announcement, the company expects the rating agencies to take action, but has a goal of maintaining an investment grade rating on its senior secured debt.

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1999 Earnings

Western Resources also announced today that operating earnings in its electric utility business were \$147 million, or \$2.19 per share for 1999, versus \$133 million, or \$2.03 per share for 1998.

For 1999, total operating earnings were \$99 million, or \$1.48 per share, as compared with \$127 million, or \$1.94 per share for 1998. Total operating earnings for 1999 include a \$0.57 per share contribution from the company's equity interest in ONEOK, a (\$0.71) loss from Protection One, and a \$(0.57) loss associated with interest charges and other costs.

Net income for 1999 was \$11.3 million, or \$0.17 per share, versus \$44.2 million or \$0.67 per share for 1998. Net income for 1999 includes one-time and non-recurring charges associated with the marking to market of certain investments, the write-off of the company's KCPL merger-related costs and adoption of an accelerated amortization method at Protection One. The company has been liquidating its investment portfolio in non-strategic businesses. Gains resulting from the sale of these and other investments are approximately \$100 million pre-tax, which will be reflected in the first quarter 2000.

(For complete details, see the attached Statement of Operations and Consolidated Balance Sheets for the quarters and years ended December 31, 1999 and 1998 for Western Resources. Also see the 1999 results announcement of Protection One released today.)

Dividend Action

Separately, Western Resources announced today that it will adopt a policy of an annual cash dividend of \$1.20 per share effective with the anticipated dividend in July 2000. The \$1.20

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annual dividend also is anticipated to be the annual dividend for Westar Energy. The non-electric company, Westar Capital, does not anticipate paying a dividend.

#### New Western Resources Board Members

The company also announced today that Owen F. Leonard, president, KL Industries, Inc., Saddle Brook, New Jersey, and John C. Nettels, Jr., partner, Morrison & Hecker, L.L.P., Attorneys, Wichita, Kansas, have been elected to the Western Resources board of directors.

Prior to joining KL Industries, Leonard served as chief financial officer of The Pullman Company, was treasurer of Wheelabrator-Frye, Inc., and served as a manager at Arthur Andersen & Co. Leonard received his bachelors of business administration degree in accounting from Iona College. He also serves as chairman of the board of OMX, Inc.

Nettels, who has been a partner at Morrison & Hecker since 1994, joined the law firm in 1985. He received his bachelor's of arts degree and his law degree from The University of Kansas. He has served on the Protection One board of directors and is active in the Wichita Chamber of Commerce and the University of Kansas Chancellor's Club.

In other board-related news, the company announced that David H. Hughes, retired vice chairman, Hallmark Cards, Inc., retired from the Western Resources board. Hughes had served on the company's board of directors since 1988.

"We continue to be fortunate to have such strong, solid and capable board members," said Wittig. "David Hughes has seen a lot of change during his tenure and has been a strong participant in guiding the direction and strategy of this company. He always has put the interests

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of shareholders first in his decision making. We wish him happiness and health in his well-deserved retirement.

"I also am pleased to welcome Owen and John to our board and know they will provide valuable insight as we continue to move the company forward and build shareholder value," Wittig said.

#### Annual Meeting Set

The company announced that its 2000 annual meeting of shareholders will be June 15 at the Topeka Performing Arts Center, 214 S.E. 8th Street, Topeka, Kansas. Shareholders of record on April 26 may attend and vote at the meeting.

In addition, the company announced that its 1999 annual report to shareholders will be mailed on or about April 15, 2000. The mailing of the company's annual report has been delayed as a result of delays in finalizing Protection One's year-end financials.

A copy of the company's Form 10-K is available on the Securities and Exchange Commission's Edgar System, the company's internet site at [www.wr.com](http://www.wr.com), or, prior to mailing of the annual report, may be obtained by shareholders from the company by contacting the company's investor relations department at (785) 575-1898.

The exchange offer of Westar Capital shares for Western Resources shares has not yet commenced. This press release does not constitute an offer to sell or exchange any securities. Any offer will be made pursuant to a registration statement and a tender offer statement to be filed with the Securities and Exchange Commission. Western Resources shareholders are urged to read the registration statement, and the tender offer statement when they are available because

they will contain important information relating to the offer. A prospectus relating to the offer will be disseminated to all Western Resources shareholders. Shareholders will also be able to obtain the registration statement, the tender offer statement and other filed documents for free at the Internet website maintained by the Securities and Exchange Commission at <http://www.sec.gov>. In addition, Western Resources will make the filed documents

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available for free to Western Resources shareholders.

Western Resources (NYSE: WR) is a consumer services company with interests in monitored services and energy. The company has total assets of more than \$8 billion, including security company holdings through ownership of Protection One (NYSE: POI), which has more than 1.4 million security customers in 48 states. Its utilities, KPL and KGE, provide electric service to approximately 628,000 customers in Kansas. Through its ownership in ONEOK Inc. (NYSE: OKE), a Tulsa-based natural gas company, Western Resources has a 45 percent interest in the eighth largest natural gas distribution company in the nation, serving more than 1.4 million customers. For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wr.com>.

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Forward-Looking Statements: Certain matters discussed in this news release are "forward-looking statements." The Private Securities Litigation Reform Act of 1995 has established that these statements qualify for safe harbors from liability. Forward-looking statements may include words like we "believe", "anticipate," "expect" or words of similar meaning. Forward-looking statements describe our future plans, objectives, expectations, or goals. Such statements address future events and conditions concerning capital expenditures, earnings, litigation, rate and other regulatory matters, the outcome of Protection One accounting issues being reviewed by the SEC staff, possible corporate restructurings, mergers, acquisitions, dispositions, liquidity and capital resources, interest and dividend rates, environmental matters, changing weather, nuclear operations, ability to enter new markets successfully and capitalize on growth opportunities in nonregulated businesses, events in foreign markets in which investments have been made, and accounting matters. Our actual results may differ materially from those discussed here. See the company's and Protection One's 1999 Annual Report on Form 10-K, and current reports on Form 8-K for further discussion of factors affecting the company's and Protection One's performance. Western Resources disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this news release.

FOURTH QUARTER REPORT  
WESTERN RESOURCES, INC.

	Quarter Ended December 31,		Year Ended December 31,	
	1999	1998	1999	1998
1. Sales	\$ 450,436,000	\$ 487,008,000	\$ 2,036,158,000	\$ 2,034,054,000
2. Net Income	\$ (75,787,000)	\$ (84,484,000)	\$ 12,459,000	\$ 47,756,000
3. Earnings Available for Common Stock	\$ (76,070,000)	\$ (84,768,000)	\$ 11,330,000	\$ 44,165,000
4. Average Common Shares Outstanding	68,012,000	65,870,000	67,080,000	65,634,000
5. Basic Earnings per Average Share Outstanding	\$ (1.12)	\$ (1.29)	\$ 0.17	\$ 0.67
6. EBITDA	\$ 28,158,000	\$ 5,067,000	\$ 668,464,000	\$ 567,515,000
7. Net Utility Plant (after depreciation)	\$ 3,826,438,000	\$ 3,752,493,000		

## 1999 PER SHARE RESULTS

## WESTERN RESOURCES, INC.

Year Ended December 31,	Earnings(1)		Adj. Earnings(2)		Cash Flow(3)	
	1999	1998	1999	1998	1999	1998
Utility(4)	\$ 2.19	\$ 2.03	\$ 2.49	\$ 2.34	\$ 4.68	\$ 4.48
ONEOK	0.57	0.56	0.57	0.57	0.54	0.53
Protection One	(0.71)	(0.18)	(0.34)	0.13	0.00	0.00
Other (Net of Interest on Unallocated Debt)	(0.57)	(0.47)	(0.55)	(0.46)	(0.55)	(0.44)
Earnings Before Non-Operating COLI and Non-Recurring Events	\$ 1.48	\$ 1.94	\$ 2.17	\$ 2.58	\$ 4.67	\$ 4.57
Western Resources -						
Non-Operating COLI	(0.09)	0.18	(0.09)	0.18	(0.09)	0.18
Non-Recurring Events	(0.88)	(1.60)	(0.88)	(1.60)	(1.08)	(1.60)
Protection One -						
Increased Amortization Expense	(0.32)	0.00	(0.32)	0.00	0.00	0.00
Non-Recurring Events	(0.02)	0.15	(0.02)	0.15	0.00	0.00
Total Earnings per Share	\$ 0.17	\$ 0.67	\$ 0.86	\$ 1.31	\$ 3.50	\$ 3.15

(1) Line of business reporting does not reflect intercompany eliminations

(2) Earnings + goodwill amortization.

(3) Earnings + utility depreciation and amortization + ONEOK dividends.

(4) Interest expense is allocated on \$1.9 billion of debt.

Unlocking Shareholder Value

March 30, 2000

Western Resources

[LOGO] Western Resources

Disclaimer

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available for free to Western Resources shareholders.

## Unlocking Shareholder Value

- o Significant trading discount exists in Western Resources' stock
- o Discount likely to persist
  - Protection One Earnings continue to depress consolidated EPS
  - Continuing holding company discount
- o Separation of the Utility (Westar Energy) and non-electric utility assets (Westar Capital) will allow the market to more accurately value these separate companies
- o Following proposed transaction, goal is to maintain investment grade senior secured credit rating

## Unlocking Shareholder Value

- o Western Resources will be split into two publicly traded entities through a non pro rata exchange offer
  - Westar Energy - Pure play electric utility consisting of KPL and KGE
  - Westar Capital - Consists of Protection One, ONEOK, Paradigm Direct, Protection One Europe and other assets.
- o Advantages
  - Unlocks value by creating a pure play Electric Utility
  - Allows investors to invest in Westar Capital, 2nd largest residential provider of monitored security and 45% owner of ONEOK

## Valuation Assumptions

### o Exchange offer

- Split is expected to be achieved through a non pro rata exchange offer
- Up to approximately 37 million shares of Westar Capital will be offered to the shareholders with a minimum of approximately 29 million shares outstanding, subject to the terms in the final exchange offer. If the offer is undersubscribed, Westar Energy will hold the shares below approximately 29 million for possible later distribution or sale.
- Partial disposition of Protection One through issuance of \$15 million preferred stock to third party
- Westar Energy issues approximately \$300 million in equity, following close of transaction

### o Westar Energy grants Warrant to Westar Capital

- In conjunction with the exchange offer, Westar Capital receives warrant to acquire 19.9% of the common stock of Westar Energy. The Warrant expires in 12 years. The exercise price will be equal to the estimated trading value of Westar Energy at the time the exchange offer commences. The implied valuation of the Warrant is \$30 - \$40 million.

## Key Execution Mechanics

Pre Separation	Separation	Post Separation
<ul style="list-style-type: none"><li>o Organization of Westar Capital</li><li>o Partial disposition of Protection One provides tax shelter</li><li>o Westar Energy grants Westar Capital Warrant to purchase Westar Energy shares post-separation</li></ul>	<ul style="list-style-type: none"><li>o Westar Capital distributed to current Western Resources shareholders in exchange for WR shares<ul style="list-style-type: none"><li>- Exchange is non-pro rata; shareholders choose whether to participate</li><li>- Shareholders likely will treat receipt of Westar Capital stock as capital gain or loss for tax purposes</li><li>- EPS accretion for Utility shareholders</li></ul></li></ul>	<ul style="list-style-type: none"><li>o Westar Capital<ul style="list-style-type: none"><li>- New company with Protection One, ONEOK, Paradigm Direct, Protection One Europe and Other Investments</li></ul></li><li>o Westar Energy<ul style="list-style-type: none"><li>- Electric utility assets</li><li>- Issuance of approximately \$300 million of equity</li></ul></li></ul>

Current Western Resources Valuation

Western Resources	Value per WR Share (1)
-----	-----
Westar Energy (2)	\$26.06
ONEOK (3)	9.43
Protection One (3)	2.48
Protection One Europe (4)	3.33
Other Investments (5)	4.27
Debt (6)	(16.27)
-----	-----
Value per WR Share	\$29.30
Current WR Stock Price (3)	\$16.75
Current Price Discount	42.83%

- (1) Shares outstanding at Western Resources of 67.6 million.
- (2) Calculated using earnings of \$2.19 per share times S&P average multiple of 11.9.
- (3) Market prices as of 3/24/00. ONEOK value includes \$4.87 premium for preferred shares.
- (4) Cost basis of \$225 million.
- (5) Other Investments include marketable securities (net of tax), unregulated generation, Paradigm and interest due from Protection One.
- (6) Assumes \$1.1 billion in debt.

New Westar Energy Pro Forma Fact Sheet

Westar Energy (dollars in millions, except per share amount)

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Electric Customers	628,000
Generation 12/31/99	5,458 MW
12/31/99 Assets	\$4,674
1999 Revenues	\$1,429
1999 EBITDA	\$501
Pro Forma 1999 Net Income to Common	\$85
Pro Forma 12/31/99 Debt	\$3,000
Anticipated Common Dividend per Share	\$1.20

New Westar Energy -Pro Forma Valuation \*

(dollars in millions, except per share amounts)

Westar Energy Valuation -----	Assumes Minimum Subscription Level -----	Assumes Maximum Subscription Level -----
1999 Pro Forma Net Income	\$147.00	\$147.00
Interest on Unallocated Debt (1)	(\$54.45)	(\$54.45)
Other Pro Forma Adjustments	(\$8.05)	(\$8.05)
	-----	-----
Net Income	\$84.50	\$84.50
Shares Outstanding - millions (2)	38.6	30.6
EPS	\$2.19	\$2.76
	=====	=====
Anticipated Dividend	\$1.20	\$1.20

(1) Unallocated Debt of \$1.1 billion.

(2) Minimum subscription assumes 38.6 million shares of Westar Energy and 29 million shares of Westar Capital. Maximum subscription assumes 30.6 million shares of Westar Energy and 37 million shares of Westar Capital. Assumes 1:1 exchange ratio.

\* Excludes issuance of approximately \$300 million of equity.

New Westar Energy -Pro-Forma Valuation \*

Average Industry Multiples			Westar Energy Implied Stock Price (1)	
			Minimum Subscription EPS of \$2.19	Maximum Subscription EPS of \$2.76
S&P Electric Index	P/E	11.9	\$26.05	\$32.86
	Dividend Yield	6.2%	\$19.35	\$19.35
Everen Index	P/E	12.7	\$27.80	\$35.07
	Dividend Yield	5.8%	\$20.69	\$20.69
Philadelphia Index	P/E	13.0	\$28.46	\$35.90
	Dividend Yield	5.9%	\$20.34	\$20.34
P/E Average			12.5	
Average Yield			6.0%	
Average Stock Price			\$23.78	\$27.37

(1) Based on 1999 Pro Forma Net Income for Westar Energy

\* Excludes issuance of approximately \$300 million of equity. Index averages as of 3/24/00.

Westar Capital Pro Forma Fact Sheet

(dollars in millions)

	Assets (1)	EBITDA (3)
	-----	-----
Protection One	\$167.7	\$165.0
Protection One Europe	\$225.0	\$42.7
	-----	-----
Total	\$392.7	\$207.7

	Assets (2)	Net Income (4)
	-----	-----
ONEOK	\$637.5	\$37.6
Paradigm Direct	35.4	0.8
Unregulated Generation	84.7	6.3
Marketable Securities (net of tax)	111.8	9.8
Due from Protection One	56.9	2.8
Value of Warrant	35.0	-
	-----	-----
Total	\$961.3	\$57.3

(1) Protection One calculated using 3/24/00 market price. Protection One Europe calculated using 3/1/00 purchase price.

(2) ONEOK calculated using 3/24/00 market price, includes \$4.87 premium on preferred shares. Paradigm, unregulated generation, amount due from Protection One and marketable securities calculated using 12/31/99 book value. Warrant valuation based upon binomial valuation method.

(3) EBITDA calculated using 1999 results.

(4) Net Income calculated using 1999 results.

Westar Capital - Pro Forma Asset Valuation

(dollars in millions, except per share amounts)

Westar Capital Valuation	Assumes Minimum Subscription Level	Assumes Maximum Subscription Level
Protection One (1)	\$167.7	\$167.7
ONEOK (1)	637.5	637.5
Unregulated Generation	84.7	84.7
Paradigm	35.4	35.4
Protection One Europe	225.0	225.0
Marketable Securities (net of tax)	111.8	111.8
Due from Protection One	56.9	56.9
Value of Warrant (2)	35.0	35.0
Net Assets	\$1,354.0	\$1,354.0
Shares Outstanding (3)	29.0	37.0
Theoretical Stock Price	\$46.69	\$36.59
Holding Company Discount		
	30%	\$25.62
	40%	\$21.96
	50%	\$18.30

(1) Based on Market Prices as of 3/24/00. ONEOK value includes \$4.87 premium for preferred shares.

(2) Warrant valuation based upon binomial valuation method.

(3) Minimum subscription assumes 29 million shares of Westar Capital and 38.6 million shares of Westar Energy. Maximum subscription assumes 37 million shares of Westar Capital and 30.6 million shares of Westar Energy.

## Forward-Looking Statements

Forward-Looking Statements: Certain matters discussed in this presentation are "forward-looking statements." The Private Securities Litigation Reform Act of 1995 has established that these statements qualify for safe harbors from liability. Forward-looking statements may include words like we "believe", "anticipate," "expect" or words of similar meaning. Forward-looking statements describe our future plans, objectives, expectations, or goals. Such statements address future events and conditions concerning capital expenditures, earnings, litigation, rate and other regulatory matters, achievement of anticipated cost savings, possible corporate restructurings, mergers, acquisitions, dispositions, liquidity and capital resources, interest and dividend rates, environmental matters, changing weather, nuclear operations, ability to enter new markets successfully and capitalize on growth opportunities in nonregulated businesses, events in foreign markets in which investments have been made, and accounting matters. Our actual results may differ materially from those discussed here. See the company's and Protection One's 1999 Annual Reports on Form 10-K and quarterly reports on Forms 10-Q and current reports on Form 8-K for further discussion of factors affecting the company's and Protection One's performance. Western Resources disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this presentation.