

Edgar Filing: PROTECTION ONE INC - Form SC 13D/A

PROTECTION ONE INC

Form SC 13D/A

February 06, 2003

CUSIP No. 74 3663 304

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D/A
Under the Securities Exchange Act of 1934

(Amendment No. 9)

Protection One, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

74 3663 304

(CUSIP Number)

Larry D. Irick, Esq.
Vice President and Corporate Secretary

Westar Energy, Inc.
818 S. Kansas Avenue
Topeka, Kansas 66612
(785) 575-1625

(Name, Address and Telephone
Number of Person Authorized
to Receive Notices and Communications)

January 9, 2003

(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Page 1 of 12

SCHEDULE 13D

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Westar Industries, Inc.

48-1092416

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)
(B)

3. SEC USE ONLY

NA

4. SOURCE OF FUNDS

NA

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 85,291,497
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 85,291,497

Page 2 of 12

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,291,497

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

87.07%

14. TYPE OF REPORTING PERSON

CO

Page 3 of 12

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Westar Energy, Inc.

48-0290150

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3. SEC USE ONLY

4. SOURCE OF FUNDS

NA

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

NUMBER OF SHARES	7.	SOLE VOTING POWER 783,400
BENEFICIALLY OWNED BY EACH	8.	SHARED VOTING POWER 85,291,497
REPORTING PERSON WITH	9.	SOLE DISPOSITIVE POWER 783,400
	10.	SHARED DISPOSITIVE POWER 85,291,497

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

86,074,897

Page 4 of 12

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

87.9%

14. TYPE OF REPORTING PERSON

CO

Item 1. Security and Issuer

This statement on Schedule 13D (the "Statement") is filed by Westar Energy,

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Inc. (f/k/a Western Resources, Inc.), a Kansas corporation ("Westar Energy"), and Westar Industries, Inc. (f/k/a Westar Capital, Inc.), a Delaware corporation and a wholly owned subsidiary of Westar Energy ("Westar Industries" and, together with Westar Energy, the "Reporting Persons"), and relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of Protection One, Inc., a Delaware corporation (the "Issuer") which Common Stock is held by Westar Industries. This Statement supplements and amends the statement on Schedule 13D originally filed by the Reporting Persons on November 24, 1997, as amended by Amendments Nos. 1-8 thereto (the "Statement"). Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement.

The address of the principal executive offices of the Issuer is: Protection One, Inc., 818 S. Kansas Avenue, Topeka, Kansas 66612.

Item 2. Identity and Background

Westar Energy is a Kansas corporation. It is a consumer services company with interests in monitored services and energy. The principal business address of Westar Energy is: Westar Energy, Inc. 818 S. Kansas Avenue, Topeka, Kansas 66612.

Page 5 of 12

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of Westar Energy is set forth in Exhibit 5 and is incorporated by reference herein. During the last five years, Westar Energy, and to the knowledge of Westar Energy, none of the persons listed on Exhibit 5 hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such law.

Westar Industries is a Delaware corporation and a wholly owned subsidiary of Westar Energy. It is a holding company that has investments in the energy-related and monitored security industries. The principal business address of Westar Industries is: Westar Industries, Inc. 818 S. Kansas Avenue, Topeka, Kansas 66612.

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of Westar Industries is set forth in Exhibit 6 and is incorporated by reference herein. During the last five years, Westar Industries, and to the knowledge of Westar Industries, none of the persons listed on Exhibit 6 hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such law.

Item 3. Source and Amount of Funds or other Consideration

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No material change.

Item 4. Purpose of Transaction

Item 4 is amended by adding the following after the last paragraph thereof:

On December 23, 2002, the Kansas Corporation Commission (the "KCC") issued an order (the "Order") modifying an order issued November 8, 2002 addressing Westar Energy's financial plan. The Order was attached as Exhibit 99.1 to a Form 8-K filed by Westar Energy on December 27, 2002.

Page 6 of 12

On January 9, 2003, Westar Energy's board of directors, authorized management to explore strategic alternatives for divesting its investment in Protection One, Inc. with a view to maximizing the value received by Westar Energy. Westar Energy advised the Issuer of its decision on January 9, 2003 and similarly advised the KCC on January 10, 2003 in a Petition for Specific Reconsideration and Reconsideration for Submission of Additional Evidence filed in response to the Order. Westar Energy expects to work closely with the Issuer's management to identify alternatives that are in the best interest of all the Issuer's shareholders.

On January 13, 2003, the Issuer filed a Form 8-K in which it reported being advised of the foregoing by Westar Energy. In its Form 8-K filing, the Issuer stated that it expected "to work closely with Westar Energy management to identify alternatives that are in the best interest of all [the Issuer's] shareholders."

Both Westar Energy and the Issuer have retained investment banking firms to assist them in developing strategic alternatives for the Issuer, including its possible sale.

Item 5. Interest in Securities of the Issuer

(a) To the best knowledge and belief of the Reporting Persons, there were 97,954,107 Shares issued and outstanding as of January 9, 2003. The Reporting Persons beneficially own (within the meaning of Rule 13d-3) in the aggregate 86,074,897 Shares, constituting approximately 87.9 % of the total amount of issued and outstanding Shares.

(b) No material change

(c) The response to Item 4 set forth above is incorporated by reference in its entirety to this Item 5.

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The response to Item 4 set forth above is incorporated by reference in its entirety to this Item 6.

Page 7 of 12

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Item 7. Material to Be Filed as Exhibits..

- EXHIBIT 5 Identity of Executive Officers and Directors of Westar Energy, Inc.
- EXHIBIT 6 Identity of Executive Officers and Director of Westar Industries, Inc.

Page 8 of 12

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2003

WESTAR ENERGY, INC.

By: /s/ James S. Haines, Jr.

Name: James S. Haines, Jr.
Title: President and Chief Executive Officer

WESTAR INDUSTRIES, INC.

By: /s/ James S. Haines, Jr.

Name: James S. Haines, Jr.
Title: President and Chief Executive Officer

Page 9 of 12

EXHIBIT 5

Identity of Executive Officers and Directors of Westar Energy, Inc.

The name, present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of Westar Energy, Inc. ("Westar Energy") is set forth below. Each of the directors and officers is a citizen of the United States. The business address of each director and officer is Western Energy, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612. Unless otherwise

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indicated, each occupation set forth opposite an executive officer's name refers to employment with Westar Energy.

Name	Title	Present Principal Occupation or Employment
Executive Officers -----		
James S. Haines, Jr.	President and Chief Executive Officer	same
Mark A. Ruelle	Executive Vice President and Chief Financial Officer	same
William B. Moore	Executive Vice President and Chief Operating Officer	same
Richard A. Dixon	Senior Vice President	same
Douglas R. Sterbenz	Senior Vice President	same
Directors -----		
Frank J. Becker	Director	President of Becker Inc. in Lawrence, K
Gene A. Budig	Director	Senior Advisor to t of Baseball, Americ Professional Baseba York, New York and

Page 10 of 12

		fessor in the Woodr of Public and Inter Princeton Universit
Charles Q. Chandler, IV	Director, Chairman of the Board	Chairman of the Boa and Chief Executive INTRUST Bank, N.A. INTRUST Financial C
R. A. Edwards III	Director	President and Chief and a director of t Bank of Hutchinson,
James S. Haines, Jr.	Director	President and Chief Officer, Westar Ene
Larry D. Irick	Director	Vice President and Secretary of Westar
John C. Nettles, Jr.	Director	Partner in the law Morrisson & Hecker, Overland Park, Kans

EXHIBIT 6

Identity of Executive Officers and Director of Westar Industries, Inc.

The name, present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of Westar Industries, Inc. ("Westar Industries") is set forth below. Each of the directors and officers is a citizen of the United States. The business address of each director and officer is Westar Industries, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612. Unless otherwise indicated, each occupation set forth opposite an executive officer's name refers to employment with Westar Industries.

Name	Title	Present Principal O Employment
Executive Officers -----		
James S. Haines, Jr.	President and Chief Executive Officer	President and Chief Officer, Westar Ene
Greg A. Greenwood	Secretary and Treasurer	Executive Director, Energy, Inc.
Director -----		
James S. Haines, Jr.	Director	President and Chief Officer, Westar Ene