

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM SC 14D1/A
(Statement of Ownership: Tender Offer)

Filed 04/29/94

Address	P O BOX 7000 BROADWAY, VA 22815
Telephone	5408967001
CIK	0000760775
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 8)

AND

SCHEDULE 13D

(AMENDMENT NO. 9)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

WLR FOODS, INC.

(Name of Subject Company)

WLR ACQUISITION CORP.

(Bidder)

Common Stock, no par value

(Title of Class of Securities) 929286 10 2
(CUSIP Number of Class of Securities) James B. Blair

Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

Telephone Number (501) 290-4000

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

Copies to:

Leslie A. Grandis, Esq.
McGuire, Woods, Battle & Boothe
One James Center
901 East Cary Street
Richmond, Virginia 23219
Telephone: (804) 775-4322

Lawrence Lederman, Esq.
Michael W. Goroff, Esq.
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000

=====

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

TYSON FOODS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
(B) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, BK

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

 1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 WLR ACQUISITION CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 BK

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 600,000 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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

 TYSON LIMITED PARTNERSHIP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

NOT APPLICABLE

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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

MR. DON TYSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

NOT APPLICABLE

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Statement constitutes Amendment No. 8 to the Statement on Schedule 14D-1, dated March 9, 1994, as amended, filed by WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), and a wholly-owned subsidiary of Tyson Foods, Inc., a Delaware corporation ("Tyson"), and Tyson, relating to the offer by the Purchaser to purchase all outstanding shares of Common Stock, no par value (the "Shares"), of WLR Foods, Inc., a Virginia corporation (the "Company"), at a price of \$30.00 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 9, 1994 (the "Offer to Purchase") and in the related Letter of Transmittal.

This Statement also constitutes Amendment No. 9 to the Statement on Schedule 13D, dated March 4, 1994, as amended, filed by the Purchaser, Tyson, Tyson Limited Partnership and Mr. Don Tyson, relating to their beneficial ownership of Shares.

1. Item 11 is hereby amended to add the following:

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) 99.25 -- Tyson Foods, Inc. television commercial transcripts for commercials to air beginning the week of May 2, 1994.

99.26 -- Tyson Foods, Inc. Press Release, dated April 29, 1994.

99.27 -- Form of Newspaper Advertisement to be run April 30, 1994.

99.28 -- Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc. dated April 30, 1994.

SIGNATURE

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

WLR ACQUISITION CORP.

By /s/ James B. Blair

Name: James B. Blair
Title: President

Dated: April 29, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: April 29, 1994

EXHIBIT INDEX

Exhibit

Page No.

99.25 Tyson Foods, Inc. television commercial transcripts for
commercials to air beginning the week of May 2, 1994.

99.26 Tyson Foods, Inc. Press Release, dated April 29, 1994.

99.27 Form of Newspaper Advertisement to be run April 30, 1994.

99.28 Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc. dated April 30, 1994.

COMMERCIAL NO. 1

"The people of Tyson Foods want the people of WLR to know a few things about our company. First, we have a great track record for expanding the plants and companies that have become part of our family. Becoming a part of the Tyson team means opportunity for growth for everyone who works with us. Our relationship with contract growers strengthens as we each build our businesses together. And at the same time we move forward, we remember where we've been. Tyson Foods, a family of companies working together to feed a nation."

COMMERCIAL NO. 2

"I know what you want before you say it
Tyson Holly Farms Chicken
I know the song before you play it
because you want only the best for your family We're just family you and me
Tyson feeding you as good as good can be.

Tyson Holly Farms Chickens are so fresh and natural because we never forget where all our food is going.

Tyson's feeding you like family

Tyson's feeding you . . ."

Exhibit 99.26

[Tyson Letterhead]

NEWS RELEASE

SPRINGDALE, ARKANSAS (APRIL 29, 1994) - In a continuing effort to encourage the Board of Directors of WLR Foods (NASDAQ:WLRF) to negotiate a merger of the two companies, Tyson Foods, Inc. (NASDAQ:TYSNA) Chairman Don Tyson today transmitted the attached letter to WLR President and CEO James Keeler.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at 501-290-7232.

[Tyson Letterhead]

April 29, 1994

James L. Keeler
President and Chief Executive Officer
WLR Foods, Inc.
P.O. Box 7000
Broadway, VA 22815-7000

Dear Jim:

Your latest letter accuses Tyson of failing to listen to WLR shareholders and growers. But we do hear them, loud and clear. Their messages to Tyson, whether sent by telephone, letter or in face-to-face meetings, have been simple:

- - WLR shareholders are willing to sell their stock to Tyson.
- - WLR shareholders want a tax-free alternative from Tyson.
- - WLR grower-shareholders want a commitment from Tyson to maintain grower pay at current levels.
- - WLR grower-shareholders want to be able to continue to use double-decker chicken houses.

We think YOU'RE the one with a listening problem if you believe that WLR shareholders are telling us to go away. What we're hearing most clearly is that your shareholders want WLR to start negotiating a deal that's fair for everybody involved.

We believe that WLR shareholders will vote "FOR" the Tyson proposal on May 21, but there's no need to wait until then. Let's negotiate now. We believe that after meeting face-to-face with you, we can negotiate a deal that WLR shareholders will support. Let's negotiate a friendly deal that's in the best interests of all WLR shareholders.

Please don't, by your actions, cost your shareholders what may amount to more than \$10 a share.

Very truly yours,

/s/ Don Tyson
Don Tyson
Chairman

Feeding you like family.-TM-

WLR SHAREHOLDERS, GROWERS, EMPLOYEES AND FRIENDS:

YOUR MESSAGE TO TYSON IS COMING THROUGH LOUD AND CLEAR.

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. They're wrong. We hear you loud and clear. James L. Keeler and the WLR Board want you to gamble with the value of your WLR investment. He is telling you to vote "AGAINST" our proposal to see if Tyson really will go away. Let me tell you this--if 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate our tender offer.
- Tyson will sell our 600,000 WLR shares and take our losses, along with you.
- Tyson will invest the \$330 million--which we had planned to use to pay WLR shareholders--elsewhere in plant expansions and other acquisitions to build a better future for our shareholders.

DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT.

IF TYSON GOES AWAY, SO MAY MORE THAN \$10 PER SHARE OF YOUR STOCK'S VALUE.

A VOTE FOR TYSON'S PROPOSAL DOES NOT MEAN YOU HAVE TO SELL YOUR WLR SHARES TO TYSON.

A VOTE AGAINST, HOWEVER, MAY MEAN YOU WILL NEVER HAVE A CHANCE TO SELL AT THESE PRICES.

VOTE FOR THE TYSON PROPOSAL.

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your blue proxy card. Vote for the Tyson proposal, and provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

/s/ Don Tyson

[LOGO]

Don Tyson

[TYSON LETTERHEAD]

April 30, 1994

YOUR MESSAGES TO TYSON ARE COMING THROUGH LOUD AND CLEAR

Dear WLR Shareholder:

Thank you for taking the time to send your messages to us over the past weeks. From them, we have learned:

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want and have Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. **THEY'RE WRONG. WE HEAR YOU LOUD AND CLEAR.**

James L. Keeler and the WLR Board are willing to have you gamble with the value of your WLR investment. They are telling you to vote "AGAINST" our proposal to see if Tyson really will go away. Let me tell you this--if 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate its tender offer.
- Tyson will sell its 600,000 WLR shares and take its losses, along with you.
- Tyson will invest the \$330 million--which it had planned to use to pay WLR shareholders--elsewhere in plant expansions and other acquisitions to build a better future for its shareholders.

DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT

If Tyson goes away, so may more than \$10 per share of your stock's value. Remember a vote "FOR" Tyson's proposal does not mean you have to sell your WLR shares to Tyson. A vote "AGAINST", however, may mean you will never have a chance to sell at these prices.

VOTE "FOR" THE TYSON PROPOSAL

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your BLUE proxy card. Vote "FOR" the Tyson proposal and please provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

/ sig cut / Don Tyson

End of Filing

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