

IBP INC
Filed by
TYSON FOODS INC

FORM SC TO-T/A
(Amended tender offer statement by Third Party)

Filed 12/19/00

Address	800 STEVENS PORT DR DAKOTA DUNES, SD 57049
Telephone	4024942061
CIK	0000052477
SIC Code	2011 - Meat Packing Plants
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	12/26

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

**SCHEDULE TO
(RULE 14d-100)**

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

(AMENDMENT NO. 5)

IBP, INC.

(Name of Subject Company)

**LASSO ACQUISITION CORPORATION
TYSON FOODS, INC.**

(Name of Filing Persons-Offerrer)

COMMON STOCK, PAR VALUE \$.05 PER SHARE
(Title of Class of Securities)

449223106

(Cusip Number of Class of Securities)

**LES BALEDGE
TYSON FOODS, INC.**
2210 West Oakland Drive
Springdale, Arkansas 72762
Telephone: (501) 290-4000

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

Copies to:
Mel M. Immergut
Lawrence Lederman
Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5732

CALCULATION OF FILING FEE

Transaction valuation*

\$1,360,751,011

Amount of filing fee

\$272,150.20

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 52,336,577 shares of the outstanding common stock, par value \$0.05 per share, of IBP, inc., at a

price per Share of \$26.00 in cash. Such number of Shares, together with the 574,200 shares owned by Tyson Foods, Inc., represents approximately 50.1% of the 105,610,334 Shares of IBP, inc. outstanding as of November 1, 2000 (as reported in IBP, inc.'s Form 10-Q for the 39 weeks ended September 23, 2000).

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 272,150.20

Filing Party: Tyson Foods, Inc.
(Offeror Parent) and Lasso
Acquisition Corporation

Form or Registration No.: Schedule TO

Date Filed: December 12, 2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

AMENDMENT NO. 5 TO TENDER OFFER STATEMENT

This Amendment No. 5 to the Tender Offer Statement on Schedule TO (the "Schedule TO") relates to the offer by Lasso Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of Tyson Foods, Inc. ("Tyson") to purchase the number of outstanding shares of common stock, par value \$.05 per share (the "Shares"), of IBP, inc., a Delaware corporation ("Company"), which, together with the Shares owned by Tyson, constitutes 50.1% of the outstanding Shares at \$26.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 12, 2000 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

Item 12. Exhibits.

(a)(1) Offer to Purchase dated December 12, 2000. *

- (a)(2) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9). *
- (a)(3) Notice of Guaranteed Delivery. *
- (a)(4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(6) Form of summary advertisement dated December 12, 2000. *
- (a)(7) Press Release issued by Tyson dated December 11, 2000. *
- (a)(8) Tyson Conference call dated December 12, 2000. *
- (a)(9) Press Release issued by Tyson dated December 12, 2000. *
- (a)(10) Tyson Presentation delivered December 14, 2000 *
- (a)(11) Press Release issued by Tyson dated December 14, 2000 *
- (a)(12) Tyson Presentation delivered December 19, 2000
- (d)(1) Confidentiality Agreement between Parent and the Company dated December 4, 2000. *
- (d)(2) Proposed form of Merger Agreement to be entered into by and among Tyson, Purchaser and the Company. *

* Previously filed.

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.

TYSON FOODS, INC.

/s/ LES BALEDGE

(Signature)
Les Baledge, Executive Vice
President and General Counsel

(Name and Title)

December 19, 2000
(Date)

LASSO ACQUISITION CORPORATION

/s/ LES BALEDGE

(Signature)
Les Baledge, Executive Vice President

(Name and Title)
December 19, 2000

(Date)

EXHIBIT INDEX

Exhibit No.

- (a)(1) Offer to Purchase dated December 12, 2000. *
- (a)(2) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9). *
- (a)(3) Notice of Guaranteed Delivery. *
- (a)(4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(6) Form of summary advertisement dated December 12, 2000. *
- (a)(7) Press Release issued by Tyson dated December 11, 2000. *
- (a)(8) Tyson Conference call dated December 12, 2000. *
- (a)(9) Press Release issued by Tyson dated December 12, 2000. *
- (a)(10) Tyson Presentation delivered December 14, 2000 *
- (a)(11) Press Release issued by Tyson dated December 14, 2000 *
- (a)(12) Tyson Presentation delivered December 19, 2000
- (d)(1) Confidentiality Agreement between Parent and the Company dated December 4, 2000. *
- (d)(2) Proposed form of Merger Agreement to be entered into by and among Tyson, Purchaser and the Company. *

* Previously filed.

Exhibit (a)(12)

[TYSON LOGO]

It's what your family deserves

IBP Acquisition - Unique Strategic Fit

- . Creates the world's largest marketer of beef, chicken and pork
- . Point-in-time opportunity to combine unique talents of two industry leaders, more than triple your revenue, and have a positive impact on earnings before synergies

[TYSON LOGO] Tyson - Unparalleled ability to develop innovative, branded food products and market them successfully through all distribution channels

[IBP LOGO] IBP - Historical leader and innovator in the beef and pork sectors

- . Uniquely positioned to capture significant market potential by developing innovative, branded beef and pork products for customers in each distribution channel
- . Ability to manage the entire meat case for customers, not a mere subset
- . Strong penetration of all distribution channels: foodservice, retail, club stores
- . Tyson's Foodservice leadership makes them uniquely qualified to capitalize IBP's Foodbrands market opportunities
- . Two strong management teams
- . Substantial synergies
- . Significantly accretive to EPS and attractive use of free cash flow

===== [TYSON LOGO]

IBP Acquisition - Unique Strategic Fit

- . Creates the world's largest marketer of beef, chicken and pork
- Leading market positions and unrivalled scale to drive efficiencies
- Increased scale to deal with consolidating customer base
- Management talent to grow and develop all sectors
- Industry leading expertise in research and product development
- International synergies and broader expansion opportunities

Beef	Chicken	Pork
[PIE CHART 1]	[PIE CHART 2]	[PIE CHART 3]
IBP 28%	Tyson 25%	Smithfield 18%
ConAgra 17%	Gold Kist 9%	IBP 18%
Excel 18%	Perdue 8%	ConAgra 11%
Other 37%	Other 58%	Other 53%

Source: Wall Street Equity Research

===== [TYSON LOGO]

IBP Acquisition - Unique Strategic Fit

- . Tyson has developed one of the most valuable brands in the food industry
- . IBP has set themselves on a course to establish the first "national branded" red meat initiative
- . IBP has strong portfolio of Mexican Foods and Ethnic brands
- . Tyson is the second largest Flour and Corn Tortilla supplier in the US and the third largest fresh pasta producer

===== [TYSON LOGO]

IBP Acquisition - Unique Strategic Fit

- . Tyson has the premier frozen warehouse and distribution system in the country delivering every market in the U.S. a minimum of twice per week.
- . IBP, with its 4 new forwarding warehouses, will have the greatest nationwide refrigerated distribution capability in the industry.
- . IBP is the undeniable leader in their segment.
- . Tyson is the undeniable leader in ours.

=====[TYSON LOGO]

Major Areas of Synergies

. Procurement

- Packaging materials:

Tyson and IBP use different

corrugated suppliers and are both major users of corrugated packaging

- Maintenance and repair items (MRO)

- Operating supplies

- Rolling stock

- Energy

. Logistics / Supply Chain

- Traffic planning and fleet operations

- Ocean freight

- Warehousing operations

[TYSON LOGO]

Leverage Opportunities

- . Sales and marketing opportunities
 - Combination of chicken, beef, and pork
 - Tyson leadership in Foodservice
 - Transfer experience in branding
 - . Tyson expertise in case ready and value added food categories
 - . Logistics
 - Tyson frozen distribution capabilities
 - IBP's fresh distribution network
 - Transportation expertise
-

- . Tyson's foodservice leadership position
- . Information technology to link independent systems
- . Consolidated frozen warehousing
- . Purchasing
- . Synergies with Tyson's prepared foods divisions

=====[TYSON LOGO]

Attractive Offer for IBP Shareholders

. Attractive offer price

- \$26.00 per IBP share
- 42% premium to IBP stock price on September 29, 2000
- . Attractive structure - 50% cash tender offer
- Provides certain value for significant portion of purchase price
- Speed-to-closure - higher net present value to IBP shareholders
- Reduces impact of stock market and share price volatility on purchase price
- Value of Smithfield's 100% stock offer entirely determined by Smithfield stock price at closing (following lengthy regulatory approvals and potential divestitures)
- . No financing conditions
- Due to strong balance sheet, Tyson able to finance cash component from existing sources
- . Regulatory review
- No major anti-trust issues
- Competing bidders face significant regulatory hurdles

=====[TYSON LOGO]

Tyson-IBP Merger Has Little Regulatory Risk

- . Does not significantly alter agricultural landscape
- Sourcing of raw materials not materially altered
- Tyson-IBP would in fact offer farmers a stronger processing partner
- . As a result, Tyson-IBP merger not expected to face major anti-trust issues
- No overlapping production facilities
- Not hostile to hog producers
- . Smithfield offer has substantial regulatory risk
- In order to obtain approval, Smithfield will likely be required to close or sell facilities
- Farmers (particularly hog producers) and political lobbyists will strongly oppose integration of the #1 and #2 pork processors
- Smithfield/IBP merger would represent a backwards step for Smithfield's targeted level of vertical integration. To meet stated targets, Smithfield may look to further consolidate hog production in-house, increasing political/regulatory pressures
- . Regulatory risk has the potential to materially impact the value of Smithfield stock consideration
- . Regulatory hurdles could also substantially delay completion of a Smithfield transaction

=====[TYSON LOGO]

Strong Balance Sheet and Credit Profile

- . Strong balance sheet allows Tyson to fund cash portion of offer price from existing sources
 - . Tyson-IBP will be a strong, conservatively leveraged company
 - Well positioned to compete in a competitive, consolidating industry
 - Strong investment grade credit rating
 - Better access to capital, at lower rates
 - . Combined Smithfield-IBP scenario results in a financially weaker company
 - Less diversified
 - Limited access to capital and higher borrowing costs
 - 100% stock offer positions the combined company as only a mid-investment grade rating
 - 50% cash/50% stock offer has considerable financing risk X Potential difficulty in accessing capital in an extremely weak credit market X
- Even if financing can be arranged, Smithfield-IBP would likely retain a border-line investment grade credit rating, and as a result, face considerable disadvantages in higher borrowing costs and restrictive covenants

=====[TYSON LOGO]

[GRAPH]

[P/E ratio of Tyson and Smithfield from 12/5/97 to 12/7/00]

(a) Based on Factset database. Forward earnings based on monthly calendar I/B/E/S projections as reported by Factset as of 12/05/00

===== [TYSON LOGO]

[GRAPH]

[Tyson indexed price performance from 12/1/97 to 12/3/00]

===== [TYSON LOGO]

IBP Acquisition - Unique Strategic Fit

IBP Overview

. Headquartered in Dakota Dunes, South Dakota, IBP has more than 60 production sites in North America and joint venture operations in China, Ireland and Russia

. IBP has four business segments:

- IBP Fresh Meats Company: produces boxed and case-ready beef and pork products
- Foodbrands America: produce higher margin prepared foods such as deli meats, bacon, sausage, pizza toppings and Mexican entrees
- Consumer Branded Product Group: built the company's new Thomas E. Wilson market brand
- IBP International Sales Company: exports fresh meat products

Tyson Overview

. Headquartered in Springdale, Ark., Tyson is the world's largest fully integrated producer, processor and marketer of chicken and chicken-based convenience foods. Tyson has operations in 18 states and 15 countries and exports to 73 countries worldwide.

. Tyson has four business segments:

- Food Service: develops, produces and markets chicken products to restaurant chains, food service distributors and other food distributors
- Consumer Products: develops and markets a variety of products aimed at the individual consumer. These products range from fresh chickens to fully cooked refrigerated and frozen products
- International Group: exports chicken products world-wide
- Swine: feeder pig finishing and marketing of swine to regional and national packers
- Other: consists of Culinary Foods, Mexican Original and Mallard's Food Products.

2000 PF Sales (\$ mm)/(a)/ [PIE CHART 1]	2000 PF EBITDA (\$ mm)/(a)/ [PIE CHART 2]	2000 PF Sales by Segment (\$ mm)/(a)/ [PIE CHART 3]	2000 PF Segment Profits (\$ mm)/(a)(b)/ [PIE CHART 4]
Tyson \$ 7,158, 30%	Tyson \$639, 47%	Fresh Beef, Pork, Swine \$14,474, 61%	Fresh Beef, Pork, Swine \$467, 49%
IBP \$16,600, 70%	IBP \$709, 53%	Chicken \$ 6,219, 26%	Chicken \$272, 28%
		Foodbrands \$ 2,772, 12%	Foodbrands \$121, 13%
		Other \$ 293, 1%	Other \$ 97, 10%
2000 PF Sales: \$23,758	2000 PF EBITDA: \$1,348	2000 PF Sales: \$23,758	2000 PF Segment Profits: \$957

(a) Source: Company reports and Merrill Lynch estimates; (b) Segment profits equal gross profit less SG&A

===== [TYSON LOGO]

Summary

- . Attractive offer for IBP shareholders
- . IBP acquisition - Unique strategic fit
 - Creates world's largest marketer of poultry, beef and pork
 - Combines Tyson's product development, branding and distribution expertise with IBP's strong positions in beef and pork
 - Improves customer service by offering comprehensive product selection
 - Critical size and scale to be the most efficient provider
 - Combines strong management teams
 - High quality synergies
 - Significantly accretive to EPS
- . Tyson - A strong merger partner
 - Large capitalization company
 - Strong equity market valuation multiples and performance
 - Strong balance sheet and credit profile
- . Regulatory review

===== [TYSON LOGO]

Forward Looking Statements.

Certain statements contained in this communication are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, such as statements relating future events and financial performance and the proposed Tyson acquisition of IBP. These forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Among the factors that may cause actual results to differ materially from those expressed in, or implied by, the statements are the following: (i) the risks that Tyson and IBP will not successfully integrate their combined operations; (ii) the risk that Tyson and IBP will not realize estimated synergies; (iii) unknown costs relating to the proposed transaction; (iv) risks associated with the availability and costs of financing, including cost increases due to rising interest rates; (v) fluctuations in the cost and availability of raw materials, such as feed grain costs; (vi) changes in the availability and relative costs of labor and contract growers; (vii) market conditions for finished products, including the supply and pricing of alternative proteins; (viii) effectiveness of advertising and marketing programs; (ix) changes in regulations and laws, including changes in accounting standards, environmental laws, and occupational, health and safety laws; (x) access to foreign markets together with foreign economic conditions, including currency fluctuations; (xi) the effect of, or changes in, general economic conditions; and (xii) adverse results from on-going litigation. Tyson undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

IMPORTANT INFORMATION

LASSO ACQUISITION CORPORATION ("LASSO"), A WHOLLY OWNED SUBSIDIARY OF TYSON FOODS, INC. ("TYSON") IS COMMENCING AN OFFER FOR UP TO 50.1% OF THE OUTSTANDING SHARES OF COMMON STOCK, ON A FULLY-DILUTED BASIS OF IBP, INC ("IBP") AT 26.00 NET PER SHARE TO SELLER IN CASH. THE OFFER CURRENTLY IS SCHEDULED TO EXPIRE AT 12:00 MIDNIGHT, EASTERN STANDARD TIME, ON WEDNESDAY, JANUARY 10, 2001, UNLESS EXTENDED BY LASSO IN ITS DISCRETION. TYSON'S OFFER IS BEING MADE ONLY BY WAY OF AN OFFER TO PURCHASE AND RELATED LETTER OF TRANSMITTAL AND ANY AMENDMENTS OR SUPPLEMENTS THERETO AND IS BEING MADE TO ALL HOLDERS OF IBP'S SHARES. MORE DETAILED INFORMATION PERTAINING TO TYSON'S OFFER AND THE PROPOSED MERGER WILL BE SET FORTH IN APPROPRIATE FILINGS TO BE MADE WITH THE SEC, IF AND WHEN MADE. SHAREHOLDERS ARE URGED TO READ ANY RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SHAREHOLDERS WILL BE ABLE TO OBTAIN A FREE COPY OF ANY FILINGS CONTAINING INFORMATION ABOUT TYSON, LASSO AND IBP, WITHOUT CHARGE, AT THE SEC'S INTERNET SITE ([HTTP://WWW.SEC.GOV](http://www.sec.gov)). COPIES OF ANY FILINGS CONTAINING INFORMATION ABOUT TYSON CAN ALSO BE OBTAINED, WITHOUT CHARGE, BY DIRECTING A REQUEST TO TYSON FOODS, INC., 2210 WEST OAKLAWN DRIVE, SPRINGDALE, ARKANSAS 72762-6999, ATTENTION: OFFICE OF THE CORPORATE SECRETARY (501) 290-4000.

Tyson and certain other persons named below may be deemed to be participants in the solicitation of proxies. The participants in this solicitation may include the directors and executive officers of Tyson. A detailed list of the names of Tyson's directors and officers is contained in Tyson's proxy statement for its 2001 annual meeting, which may be obtained without charge at the SEC's Internet site (<http://www.sec.gov>) or by directing a request to Tyson at the address provided above.

Except as disclosed above and in Tyson's proxy statement for its 2001 annual meeting and other documents filed with the SEC, to the knowledge of Tyson, none of the directors or executive officers of Tyson has any material interest, direct or indirect, by security holdings or otherwise, in Tyson or IBP.

This communication is not an offer to purchase shares of IBP, nor is it an offer to sell shares of Tyson Class A common stock which may be issued in any proposed merger with IBP. Any issuance of Tyson Class A common stock in any proposed merger with IBP would have to be registered under the Securities Act of 1933, as amended, and such Tyson stock would be offered only by means of a prospectus

complying with the Act.

End of Filing

Powered By **EDGAR**
Online

© 2005 | **EDGAR Online, Inc.**