

TYSON FOODS INC

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 04/28/98

Address	2200 DON TYSON PARKWAY SPRINGDALE, AR 72762-6999
Telephone	479-290-4000
CIK	0000100493
Symbol	TSN
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	09/30

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TYSON FOODS, INC.

(Exact name of registrant as specified in its charter)

Delaware

71-0225165

(State or other jurisdiction of
incorporated or organization)

(I.R.S. Employer
Identification No.)

2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999
(501) 290-4000

Wayne Britt
2210 West Oaklawn Drive
Springdale, AR 72762-6999
(501) 290-4000

(Address, including zip
code, and telephone number,
including area code, of
registrant's principal
executive offices)

(Name, address, including zip code
and telephone number, including
area code, of agent for service)

Copies of communications to:

Les R. Baledge, Esq.
Jeffrey J. Gearhart, Esq.
Kutak Rock
425 West Capitol Avenue
Suite 1100
Little Rock, Arkansas 72201
(501) 975-3000

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to public:
As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement for the same offering. [X] 333-42525

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

Calculation of Registration Fee

Title of each class of Securities to be registered	Amount to be Registered	Proposed Maximum Offering price per unit	Proposed Maximum Aggregate offering price (1)	Amount of Registration Fee
Debt Securities	\$ 40,000,000 (2) (3)	100%	\$40,000,000	\$11,800

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Or, if any Debt Securities are issued at original discount, such greater principal amount as shall result in aggregate proceeds of \$40,000,000.

(3) Or, if any Debt Securities are issued with a principal amount denominated in a foreign currency or composite currencies, such principal amount as shall result in an aggregate initial offering price which is the equivalent of \$40,000,000 at the time of the initial offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") by Tyson Foods, Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-42525) which relates to the offering of up to \$500,000,000 of Debt Securities of the Company and was declared effective by the Commission on January 7, 1998.

Item 16. Exhibits

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Kutak Rock
23.1	Consent of Ernst & Young LLP
23.2	Consent of Coopers & Lybrand LLP
23.3	Consent of Kutak Rock is contained in the opinion included as Exhibit 5.1
24.1	Powers of Attorney (incorporated by reference to the Company's Form S-3 Registration Statement, File No. 333-42525, filed on December 18, 1997)

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Springdale, State of Arkansas, on the 28th day of April, 1998.

TYSON FOODS, INC.
(Registrant)

By:
Wayne Britt
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature
Title
Date

*/s/ Don Tyson**
Don Tyson
Senior Chairman of the Board
April 28, 1998

Leland E. Tollett
Chairman, Chief Executive Officer and Director
April 28, 1998

*/s/ John H. Tyson**
John H. Tyson
Vice Chairman of Board
April 28, 1998

*/s/ Donald E. Wray**
Donald E. Wray
President, Chief Operating Officer
and Director
April 28, 1998

*/s/ Shelby D. Massey**
Shelby D. Massey
Director
April 28, 1998

*/s/ Joe F. Starr**
Joe F. Starr
Director
April 28, 1998

*/s/ Neely E. Cassidy**
Neely E. Cassidy
Director
April 28, 1998

*/s/ Fred S. Vorsanger**
Fred S. Vorsanger
Director
April 28, 1998

*/s/ Barbara A. Tyson**
Barbara A. Tyson
Director
April 28, 1998

*/s/ Lloyd V. Hackley**
Lloyd V. Hackley
Director
April 28, 1998

*/s/ Gerald M. Johnston**
Gerald M. Johnston
Director
April 28, 1998

Wayne Britt
Executive Vice President and Chief Financial Officer (Principal Financial Officer)
April 28, 1998

James G. Ennis
Vice President and Controller

(Chief Accounting Officer)

April 28, 1998

*By:
Wayne Britt, Attorney-in-Fact

EXHIBIT 5

**KUTAK ROCK
425 WEST CAPITOL
SUITE 1100
LITTLE ROCK, ARKANSAS 72201**

April 28, 1998

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

Re: Registration Statement on Form S-3

Gentlemen:

We have acted as counsel to Tyson Foods, Inc. (the "Company") in connection with the proposed issuance and sale by the Company of up to \$240,000,000 (subject to adjustment for the issuance of securities at an original issue discount or the denomination in a foreign currency or currencies) aggregate principal amount of debt securities (the "Debt Securities") to be issued pursuant to the Indenture (the "Indenture") between the Company and The Chase Manhattan Bank, N.A., as trustee (the "Trustee"). The \$240,000,000 of Debt Securities covered by this opinion includes (i) \$40,000,000 of Debt Securities covered by a Registration Statement on Form S-3 (the "462(b) Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended and (ii) \$200,000,000 of Debt Securities currently available for issuance under the Registration Statement on Form S-3 previously filed by the Company with the Commission on December 18, 1997 (File No. 333-42525), to which the 462(b) Registration Statement relates. In rendering the opinions expressed below, we are familiar with the actions taken by the Company in respect thereof and have examined originals or certified or attested copies of such certificates, records or documents as we have deemed necessary for the purposes of this opinion.

We call your attention to the fact that the Indenture provides that it is to be governed by and construed in accordance with the laws of the State of New York. For purposes of our opinions expressed in paragraphs (3) and (4) below, we have assumed, with your approval, that the Indenture would be governed by and construed in accordance with the domestic substantive laws of the State of Arkansas without giving effect to any choice or conflict of laws rule or provision that would cause the application of the domestic substantive laws of any other jurisdiction, and no opinion is expressed herein as to any matter governed by any law other than such laws of Arkansas, the United States of America and the General Corporation Law of the State of Delaware.

Based on the foregoing, we are of the opinion that:

(1) when the Registration Statement relating to the Debt Securities filed with the Commission under the Securities Act of 1933, as amended, has been declared effective, no further authorization, consent or approval by any regulatory authority will be required for the valid issuance and sale of the Debt Securities (except under the so-called "blue sky")

or securities laws of the several states, as to the applicability of which we do not express an opinion);

(2) when the Board of Directors of the Company or a committee designated thereby, or the authorized officers of the Company acting pursuant to a delegation of authority to them by such a committee, has determined the price and other terms and conditions relating to the issue and sale of the Debt Securities, the Debt Securities will have been duly authorized by the Company;

(3) upon the execution and delivery to the Trustee of the duly executed written order of the Company, the Debt Securities will be issuable under the terms of the Indenture; and

(4) upon the execution, certification and delivery of the Debt Securities in accordance with the corporate and governmental authorizations referred to above and in accordance with the Indenture, the Debt Securities will be valid and legally binding obligations of the Company and will be entitled to the benefits provided by the Indenture equally with any other series of Debt Securities which may hereafter be issued under the Indenture pursuant to the terms thereof.

The opinion expressed in numbered paragraph (4) is qualified to the extent that enforcement of the rights and remedies in the Indenture and the Debt Securities referred to therein is subject to bankruptcy, insolvency, reorganization, moratorium and other laws of general application affecting the rights and remedies of creditors and to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

We understand that this opinion is to be used in connection with the Company's additional Registration Statement on Form S-3 relating to the Debt Securities to be filed with the Commission under the Securities Act of 1933, as amended, pursuant to Rule 462(b). We consent to the filing of this opinion with and as part of said Registration Statement and the use of our name therein and in the related Prospectus and the caption "Legal Matters".

Very truly yours,

KUTAK ROCK

By: /s/ JEFFREY J. GEARHART

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement (Form S-3) and related Prospectus of Tyson Foods, Inc. for the registration of \$40,000,000 of debt securities, of our reports dated November 14, 1997 with respect to the consolidated financial statements and schedule of Tyson Foods, Inc. included or incorporated in its Annual Report (Form 10-K) for the year ended September 27, 1997, filed with the Securities and Exchange Commission.

We also continue to consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 333-42525) and incorporated by reference in this registration statement.

*/s/ ERNST & YOUNG LLP
ERNST & YOUNG*

*Little Rock, Arkansas
April 28, 1998*

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement on Form S-3 of Tyson Foods, Inc. to be filed on or about April 28, 1998 of our report dated November 10, 1997, on our audits of the consolidated financial statements and financial statement schedule of Hudson Foods, Inc. as of September 27, 1997 and September 28, 1996, and for each of the three years in the period ended September 27, 1997, which report is included in the Annual Report on Form 10-K of Hudson Foods, Inc.

We also continue to consent to the reference to our firm under the caption "Experts" which is included in the registration statement on Form S-3 of Tyson Foods, Inc. (No. 333-42525) and incorporated by reference in this registration statement.

*Tulsa, Oklahoma
April 28, 1998*

*/s/ COOPERS & LYBRAND L.L.P.

Coopers & Lybrand, L.L.P.*

End of Filing

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