

IBP INC
Filed by
TYSON FOODS INC

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

Filed 01/08/01

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. 10)

IBP, INC.

(Name of Subject Company)

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

(Name of Filing Persons-Offeror)

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*	Amount of filing fee
----- \$1,570,612,320	----- \$314,122.47

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 52,353,744 shares of the outstanding common stock, par value \$0.05 per share, of IBP, inc., at a price per Share of \$30.00 in cash. Such number of Shares, together with the 574,200 shares owned by Tyson Foods, Inc., represents approximately 50.1% of the 105,644,598 Shares of IBP, inc. outstanding as of December 28, 2000 (as represented by IBP, inc. in the Agreement and Plan of Merger, dated January 1, 2001, by and between Tyson Foods, Inc., Lasso Acquisition Corporation, and IBP, inc.).

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: 314,122.47

Filing Party: Tyson Foods, Inc.
(Offeror Parent) and Lasso
Acquisition Corporation Form or
Registration No.: Schedule TO
Date Filed: December 12, 2000,
December 29, 2000 and
January 2, 2001

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. 10 TO TENDER OFFER STATEMENT

Items 1 through 11.

This Amendment No. 10 to the Tender Offer Statement on Schedule TO as the same may have been amended from time to time (as amended hereby, 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 \$0.05 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 \$30.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Supplement No. 1 to the Offer to Purchase, dated January 5, 2001 (as amended, the "Supplement Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Attached hereto as Exhibit (a)(20) is a Revised Tyson Letter to IBP stockholders dated January 5, 2001.

The information set forth in the Supplement Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 11 of this 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 19, 2000.*
- (a)(12) Tyson Presentation delivered December 19, 2000.*
- (a)(13) Press Release issued by Tyson dated December 28, 2000.*
- (a)(14) Press Release issued by Tyson dated January 1, 2001.*
- (a)(15) Tyson Conference call dated January 2, 2001.*
- (a)(16) Supplement to the Offer to Purchase dated January 5, 2001.*
- (a)(17) Letter of Transmittal to the Supplement (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
- (a)(18) Notice of Guaranteed Delivery to the Supplement.*
- (a)(19) Tyson Letter to IBP stockholders dated January 5, 2001.*
- (a)(20) Revised Tyson Letter to IBP stockholders dated January 5, 2001.
- (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.*
- (d)(3) Revised Merger Agreement, executed by Tyson.*
- (d)(4) Agreement and Plan of Merger dated as of January 1, 2001 among IBP, inc., Tyson Foods, Inc. and Lasso Acquisition Corporation.*
- (d)(5) Voting Agreement by and between Tyson Limited Partnership and IBP, inc. dated as of January 1, 2001.*
- (d)(6) Confidentiality Agreement between the Company and Parent dated December 18, 2000.*

* 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)

January 8, 2001
(Date)

LASSO ACQUISITION CORPORATION

/s/ LES BALEDGE

(Signature)
Les Baledge, Executive Vice President

(Name and Title)

January 8, 2001

(Date)

EXHIBIT INDEX

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* Previously filed.

EXHIBIT (a)(20)

[TYSON LETTERHEAD]

January 5, 2001

Dear IBP Stockholder:

We are pleased to inform you that IBP, inc. has entered into a merger agreement with Tyson Foods, Inc. Under the merger agreement, we have increased the price per share being offered in our existing cash tender offer for up to 50.1% of the IBP shares to \$30.00 per share. The enclosed Supplement No. 1 to the Offer to Purchase discusses in more detail this revised cash tender offer. If you wish to tender your shares in the cash tender offer, you should complete the enclosed YELLOW Letter of Transmittal.

We will also commence shortly an exchange offer to acquire all outstanding IBP shares not purchased by us in the cash tender offer. In the exchange offer, we will be offering to exchange \$30.00 of Tyson Class A common stock for each outstanding IBP share, subject to some limitations. We will be sending to you soon an Offer to Exchange describing the exchange offer in more detail.

If the cash tender offer is successful, we will purchase only a pro rata number of shares from each tendering IBP stockholder so that we will own 50.1% of the outstanding IBP shares. The IBP shares that you have tendered, but which we do not purchase because of this proration, will be delivered to the exchange agent for the exchange offer and treated as tendered shares for the exchange offer unless you advise us otherwise. If you do not want your unpurchased shares to be delivered to the exchange agent for the exchange offer, follow the instructions in the YELLOW Letter of Transmittal and check the appropriate box indicating that these unpurchased shares should be returned to you. If you have already tendered your shares using the BLUE Letter of Transmittal previously sent to you and do not want your unpurchased shares delivered to the exchange agent for the exchange offer, follow the instructions on the YELLOW Letter of Transmittal or call our information agent at the number below.

If you do not want to tender your IBP shares in the cash tender offer, but would like to tender them in the exchange offer only, do not complete either the BLUE Letter of Transmittal or the YELLOW Letter of Transmittal. Instead use the GREEN Letter of Transmittal which we will send to you with the Offer to Exchange.

We encourage you to read carefully the Supplement No. 1 and the YELLOW Letter of Transmittal enclosed with this letter, and the Offer to Exchange which we will mail to you shortly. If you have any questions or require assistance, please call our Information Agent, MacKenzie Partners, Inc., at (800) 322-2885 (toll free) or (212) 929-5500 (please call collect). Thank you.

Very truly yours,

Tyson Foods, Inc.

Exhibit (a)(19)

[TYSON LOGO]

January 5, 2001

Dear IBP Stockholder:

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Tyson Foods, Inc.

End of Filing

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