

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

## FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 04/18/94

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

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the registrant //

Filed by a party other than the registrant /X/

Check the appropriate box:

// Preliminary proxy statement

// Definitive proxy statement

// Definitive additional materials

/X/ Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

**WLR FOODS, INC.**

(Name of Registrant as Specified in Its Charter)

**TYSON FOODS, INC.**

**WLR ACQUISITION CORP.**

(Name of Person(s) Filing Proxy Statement)

// \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or  
14a-6(j)(2).

// \$500 per each party to the controversy pursuant to Exchange Act Rule  
14a-6(i)(3).

/X/ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and  
0-11.

(1) Title of each class of securities to which transaction applies: Common Stock, no par value

(2) Aggregate number of securities to which transaction applies:

10,367,130 shares

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: \$30.00

(4) Proposed maximum aggregate value of transaction: \$311,013,900.00

Pursuant to, and as provided by, Rule 0-11(c), the filing fee of \$62,202.78 is based upon 1/50 of 1% of the Transaction Valuation of the purchase, at \$30.00 per share, net to the seller in cash, of 10,367,130 shares of Common Stock of WLR

Foods, Inc., which is equal to (i) the number of Shares (10,967,193) outstanding as reported in the Quarterly Report on Form 10-Q of WLR Foods, Inc. for the fiscal quarter ended January 1, 1994, minus (ii) the number of Shares (600,063) beneficially owned by WLR Acquisition Corp. and its affiliates on the date hereof.

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

(1) Amount previously paid: \$62,202.78

(2) Form, schedule or registration statement no.: Schedule 14D-1

(3) Filing party: Tyson Foods, Inc. and WLR Acquisition Corp.

(4) Date filed: March 9, 1994

[Tyson Letterhead]

**NEWS RELEASE**

SPRINGDALE, ARKANSAS (APRIL 18, 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 18, 1994

**VIA TELECOPIER  
AND FEDERAL EXPRESS**

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

Dear Jim:

On April 14, 1994, we formally requested WLR Foods to call a special shareholders meeting under the Virginia Control Share Act. We view the vote to be taken at such meeting not only as a referendum but also as a means of encouraging you and your board of directors to enter into negotiations with us concerning our acquisition proposal. Your characterization of our proposal as "inadequate" should not preclude negotiations. All aspects of our proposal are open for negotiation.

We firmly believe that, through negotiations, we can agree upon a transaction that will be enthusiastically supported by your shareholders, board of directors, employees, growers and others. I am therefore again reiterating to you personally our request to enter into negotiations. If we begin negotiations promptly, both of our companies could avoid the unnecessary devotion of significant resources to a proxy contest and prolonged litigation. I believe that, by meeting as soon as possible, we would both be doing what is in the best interests of our companies, their shareholders and the many individuals who are relying upon us.

Very truly yours,

Don Tyson Chairman

cc: WLR Foods, Inc. Board of Directors

---

**End of Filing**

Powered By **EDGAR**  
Online

© 2005 | EDGAR Online, Inc.