

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

## FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 05/12/94

|             |  |
|-------------|--|
| Address     | P O BOX 7000<br>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                                      |

**SCHEDULE 14A**  
(Rule 14a-101)

**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

/X/ Definitive additional materials

// 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.

/X/ 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]

May 12, 1994

**THIS IS YOUR FINAL OPPORTUNITY TO SEND A MESSAGE TO  
THE WLR BOARD TO OPEN NEGOTIATIONS WITH TYSON**

Dear WLR Shareholder:

The WLR Foods Special Meeting is rapidly approaching -- SCHEDULED JUST 9 DAYS FROM TODAY FOR SATURDAY, MAY 21. The enclosed BLUE proxy card will be the last one you will receive from us -- and represents your final opportunity to send a message to the WLR Board to negotiate the best possible deal for you.

**REMEMBER -- A VOTE "FOR" TYSON'S PROPOSAL DOES NOT OBLIGATE YOU TO TENDER**

**YOUR SHARES TO TYSON.**

A "FOR" vote will encourage the WLR Board to begin negotiations with Tyson.  
YOUR BEST OPPORTUNITY FOR A FRIENDLY, TAX-FREE TRANSACTION BETWEEN TYSON AND WLR IS TO VOTE "FOR" ON THE BLUE PROXY CARD. As you consider your vote, please remember:

**-ALL ASPECTS OF OUR PROPOSAL TO ACQUIRE WLR ARE OPEN FOR NEGOTIATIONS.**

-If the owners of a majority of disinterested WLR shares fail to vote "FOR" on May 21, we intend to terminate our tender offer and sell our 600,000 shares.

Then ask yourself the following fundamental questions:

-Without Tyson's pending \$30 per share tender offer, **WHAT WILL HAPPEN TO THE VALUE OF WLR'S SHARES?**

**-SHOULDN'T WLR MANAGEMENT AT LEAST ATTEMPT TO SEE HOW GOOD A DEAL CAN BE NEGOTIATED ON YOUR BEHALF?**

WLR and its shareholders, employees and growers would clearly benefit from a combination with Tyson -- the world's largest fully-integrated producer, processor and marketer of poultry-based food products. We would be pleased to have WLR join us in building a better and more profitable combined Tyson/WLR.

As we continue to adapt to changing consumer tastes, we will strive to continue our strong record of building value for all our shareholders, providing a productive environment for our employees and acting as a good corporate citizen in the communities in which we operate.

Please consider the following facts about Tyson's performance over the ten year period from 1983 to 1993. During that time:

-Tyson was ranked **FIRST IN THE FOOD INDUSTRY** and **FOURTH AMONG ALL FORTUNE 500 COMPANIES** in total return to shareholders, posting a compounded annual growth rate of 36%.

**-Tyson was ranked FIRST IN THE FOOD INDUSTRY and SEVENTH AMONG ALL**

**FORTUNE 500 COMPANIES** in earnings per share growth with a compounded annual growth rate of 38.4%.

The future for a combined Tyson/WLR is bright. We are hopeful that a vote "FOR" our proposal will move us one step closer to combining these two fine companies.

Unfortunately, without your "FOR" vote, WLR management will remain entrenched and will continue to refuse to negotiate a deal from which you can benefit. Your best weapon to overcome this is to vote your BLUE proxy card.

**REMEMBER -- EVEN IF YOU HAVE ALREADY VOTED WLR'S WHITE PROXY CARD, YOU HAVE EVERY RIGHT TO CHANGE YOUR MIND AND VOTE A BLUE PROXY "FOR" TYSON'S PROPOSAL.** Time is exceedingly short. Please mark, sign, date and mail your BLUE proxy card TODAY!

Please include any comments you may have on the BLUE proxy card or on one of the gold comment cards we have previously sent you. If you prefer, you can call me or Tyson's President and Chief Executive Officer, Leland Tollett, directly at (800) 643-3410. AS ALWAYS, WE'LL KEEP LISTENING.

Very truly yours,

**Don Tyson**  
**CHAIRMAN**

- -----IMPORTANT----- If you need assistance in voting your shares or in changing your vote please call MacKenzie Partners, Inc. toll-free at (800) 322-2885. If your shares are held for you by a bank or brokerage firm, only your banker or broker can vote your shares and only after receiving your specific instructions. Accordingly, please instruct your banker or broker to vote "FOR" Tyson's proposal on the BLUE proxy card. Please vote today!

**NEWS RELEASE**

**TYSON FOODS RECEIVES PROXY CONTEST ENDORSEMENT  
FROM LEADING SHAREHOLDER ADVISORY FIRM**

SPRINGDALE, ARKANSAS (MAY 12, 1994) - Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that Institutional Shareholder Services, Inc. (ISS) has recommended that its clients vote to support Tyson's proposal in opposition to management of WLR Foods, Inc. (NASDAQ:WLRF) to grant Tyson voting rights for any WLR shares it may purchase in connection with its pending \$30 per share tender offer for WLR. WLR shareholders will vote on this issue at a Special Meeting of Shareholders currently scheduled for Saturday, May 21st. Institutional Shareholder Services, based in Bethesda, Maryland, is a longstanding advisor on proxy contests, corporate governance and related issues to many major institutional shareholders.

ISS's recommendation said that restoring Tyson's voting rights did not require shareholders to tender their shares and did not prevent WLR from negotiating a better price with Tyson or another buyer.

Don Tyson, Chairman of the Board of Tyson, commented, "We are of course pleased that ISS's independent recommendation matches our own views on this issue. More important, however, ISS provides a source for shareholders, both big and small, who are looking for the judgment of a neutral party, well-experienced in these issues, to guide their vote."

As previously announced, support from WLR shareholders owning a majority of the disinterested shares at the May 21st Special Meeting will exempt Tyson from the Virginia Control Share Act, under which Tyson would be automatically stripped of its voting rights for any WLR shares it would purchase pursuant to its offer.

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

[LOGO]

---

**End of Filing**

Powered By  EDGAR  
Online

© 2005 | EDGAR Online, Inc.