

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM SC 14D1/A
(Statement of Ownership: Tender Offer)

Filed 05/05/94

| | |
|-------------|--|
| 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 |

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 10)

AND

SCHEDULE 13D

(AMENDMENT NO. 11)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

WLR FOODS, INC.

(Name of Subject Company)

WLR ACQUISITION CORP.

(Bidder)

Common Stock, no par value

(Title of Class of Securities) 929286 10 2

(CUSIP Number of Class of Securities) James B. Blair

Tyson Foods, Inc.

2210 West Oaklawn Drive

Springdale, Arkansas 72762-6999

Telephone Number (501) 290-4000

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

Copies to:

Leslie A. Grandis, Esq.
McGuire, Woods, Battle & Boothe
One James Center
901 East Cary Street
Richmond, Virginia 23219
Telephone: (804) 775-4322

Lawrence Lederman, Esq.
Michael W. Goroff, Esq.
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000

=====

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

TYSON FOODS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
(B) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

 1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 WLR ACQUISITION CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 600,000 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

 1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 TYSON LIMITED PARTNERSHIP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

 1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 MR. DON TYSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 UNITED STATES

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) //

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Statement constitutes Amendment No. 10 to the Statement on Schedule 14D-1, dated March 9, 1994, as amended, filed by WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), and a wholly-owned subsidiary of Tyson Foods, Inc., a Delaware corporation ("Tyson"), and Tyson, relating to the offer by the Purchaser to purchase all outstanding shares of Common Stock, no par value (the "Shares"), of WLR Foods, Inc., a Virginia corporation (the "Company"), at a price of \$30.00 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 9, 1994 (the "Offer to Purchase") and in the related Letter of Transmittal.

This Statement also constitutes Amendment No. 11 to the Statement on Schedule 13D, dated March 4, 1994, as amended, filed by the Purchaser, Tyson, Tyson Limited Partnership and Mr. Don Tyson, relating to their beneficial ownership of Shares.

1. Item 11 is hereby amended to add the following:

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) 99.29 -- Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc. dated May 3, 1994.

99.30 -- Tyson Foods, Inc. radio commercial transcript for commercial to air beginning the week of May 9, 1994.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

WLR ACQUISITION CORP.

By /s/ James B. Blair

Name: James B. Blair
Title: President

Dated: May 5, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: May 5, 1994

EXHIBIT INDEX

Exhibit

Page No.

- 99.29 Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc. dated May 3, 1994.
- 99.30 Tyson Foods, Inc. radio commercial transcript for commercial to air beginning the week of May 9, 1994.

[TYSON LETTERHEAD]

May 3, 1994

YOUR MESSAGES TO TYSON ARE COMING THROUGH LOUD AND CLEAR

Dear WLR Shareholder:

Thank you for taking the time to send your messages to us over the past weeks. From them we have learned:

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want and have Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. **THEY'RE WRONG. WE HEAR YOU LOUD AND CLEAR.**

James L. Keeler and the WLR Board are willing to have you gamble with the value of your WLR investment. They are telling you to vote "AGAINST" our proposal to see if Tyson really will go away. We **REALLY WILL** go away. If 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate its tender offer.
- Tyson will sell its 600,000 WLR shares and take its losses along with you.
- Tyson will invest the \$330 million -- which it had planned to use to pay WLR shareholders -- elsewhere in plant expansions and other acquisitions to build a better future for its shareholders.

DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT.

If Tyson goes away, so may more than \$10 per share of your stock's value. Remember -- a vote "FOR" Tyson's proposal does not mean you have to sell your WLR shares to Tyson. A vote "AGAINST", however, may mean you will never have a chance to sell at these prices.

VOTE "FOR" THE TYSON PROPOSAL

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your BLUE proxy card. Vote "FOR" the Tyson proposal and please provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

Don Tyson

RADIO SCRIPT

WLR SHAREHOLDERS MESSAGE : 60

Here's a message to the shareholders of WLR from the people of Tyson Foods.

We need your help in putting these two great companies together.

Tyson has a proven track record for expanding the companies that have become a part of our team and improving the working conditions for the people associated with them.

We also value the relationships we have built with the independent contract growers we do business with.

We would like WLR to become an integral part of the growing Tyson family...and here's where we need your help.

By refusing to sit down and negotiate, James L. Keeler and the WLR board are not acting in the best interest of their shareholders.

As a result, Tyson has had to ask for a special shareholder meeting scheduled for May 21st.

If the Tyson proposal is voted down at this meeting, we will terminate our offer, sell our WLR stock and the value of everyone's stock will very likely drop back to historical levels.

We will take our losses...as will you.

Don't gamble with your WLR investment.

On May 21st, vote with Tyson...and for our future together.

End of Filing

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