

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

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

Filed 05/03/94

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

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14D-1**

(AMENDMENT NO. 9)

**AND**

**SCHEDULE 13D**

(AMENDMENT NO. 10)

**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

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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

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

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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%

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10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**CO**

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 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

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-----  
 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**

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 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%

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10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**IN**

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This Statement constitutes Amendment No. 9 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. 10 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.

**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 3, 1994

**TYSON FOODS, INC.**

By /s/ Gerald Johnston

-----  
Name: Gerald Johnston  
Title: Executive Vice President,  
Finance

Dated: May 3, 1994

## EXHIBIT INDEX

### Exhibit Page No.

99.29 Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc. dated May 3, 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 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 Chairman

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**End of Filing**

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