

# TYSON FOODS INC

## FORM 8-K/A

(Amended Current report filing)

Filed 11/23/09 for the Period Ending 11/23/09

Address	2200 DON TYSON PARKWAY SPRINGDALE, AR 72762-6999
Telephone	479-290-4000
CIK	0000100493
Symbol	TSN
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	09/30

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A**

**Current Report pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 8, 2009**

**Tyson Foods, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State of incorporation or other jurisdiction)**

**001-14704  
(Commission File Number)**

**71-0225165  
(IRS Employer Identification No.)**

**2200 Don Tyson Parkway, Springdale, AR 72762-6999  
(479) 290-4000**  
(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Explanatory Note

*This Current Report on Form 8-K/A amends Item 4.01 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2009, regarding a change in Registrant's certifying accountant.*

### **Item 4.01. Changes in Registrant's Certifying Accountant.**

(a), (b) The Audit Committee (the "Audit Committee") of the Board of Directors of Tyson Foods, Inc. (the "Company") conducted a competitive process to determine the Company's independent registered public accounting firm for the Company's 2010 fiscal year, which began October 4, 2009. The Audit Committee invited four national accounting firms to participate in this process, including Ernst & Young LLP ("E&Y"), the Company's then independent registered public accounting firm. As a result of this process, effective June 8, 2009, the Audit Committee approved the engagement of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the Company's 2010 fiscal year.

Also effective June 8, 2009, the Audit Committee informed E&Y that it will be dismissed as the Company's independent registered public accounting firm no later than the date of the filing of the Company's Form 10-K for the 2009 fiscal year.

During the fiscal years ended October 3, 2009, and September 27, 2008, and the subsequent interim period through the date of the filing of this Form 8-K/A, the Company had (i) no disagreements with E&Y on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which that, if not resolved to E&Y's satisfaction, would have caused it to make reference to the subject matter of any such disagreement in connection with its reports for such years and interim period and (ii) no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K during the two most recent fiscal years or the subsequent interim period.

E&Y's reports on the Company's consolidated financial statements for the fiscal years ended October 3, 2009, and September 27, 2008, do not contain any adverse opinion or disclaimer of opinion, nor are qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended October 3, 2009, and September 27, 2008, and the subsequent interim period through the date of the filing of this Form 8-K/A, neither the Company nor anyone on its behalf has consulted with PwC regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on the Company's financial statements, (iii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K, or (iv) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

In accordance with Item 304(a)(3) of Regulation S-K, the Company has provided E&Y a copy of the disclosures it is making in this Current Report on Form 8-K/A prior to filing with the SEC and requested that E&Y furnish the Company with a letter addressed to the SEC stating whether or not E&Y agrees with the above statements. A copy of such letter, dated November 23, 2009, is filed as Exhibit 16.1 to this Current Report on Form 8-K/A.

### **Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits* .

<u>Exhibit Number</u>	<u>Description</u>
16.1	Letter of Ernst & Young LLP dated November 23, 2009

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TYSON FOODS, INC.

By: /s/ R. Read Hudson  
Name: R. Read Hudson  
Title: Vice President, Associate  
General  
Counsel and Secretary

November 23, 2009

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November 23, 2009

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Gentlemen:

We have read Item 4.01 of Form 8-K/A dated June 8, 2009, of Tyson Foods, Inc. and are in agreement with the statements contained in the second, third and fourth paragraphs. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP