

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 05/06/94

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

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

**WLR SHAREHOLDERS,
IT'S TIME TO VOTE ON TYSON'S PROPOSAL!**

- IF YOU WANT TYSON TO CONTINUE BIDDING ON YOUR WLR SHARES,

- IF YOU WANT A TAX-FREE ALTERNATIVE FROM TYSON,

- IF YOU WANT WLR AND TYSON TO NEGOTIATE A FRIENDLY DEAL THAT IS FAIR TO ALL WLR SHAREHOLDERS, THEN VOTE "FOR":

||| WLR FOODS, INC. |
| Special Meeting of Shareholders-Saturday, May 21, 1994 |

This Proxy is solicited by Tyson Foods, Inc. and WLR Acquisition Corp.	
/X/ For	/ / Against
Dated _____, 1994	
Signature _____	
Signature _____	
Title _____	

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.

If you want to follow James L. Keeler's suggestion to tell Tyson to go away, gambling that WLR's stock price will not plummet from the \$30+ price created by Tyson's offer back down to the \$17-1/2 - \$19-1/4 range it was trading at before, then simply vote "AGAINST."

**THE CHOICE IS YOURS.
TIME IS SHORT.
PLEASE VOTE TODAY, AND INCLUDE ANY
COMMENTS ON THE BLUE PROXY CARD.**

Very truly yours,

Don Tyson

End of Filing

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