

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

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

Filed 06/06/94

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

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

**SCHEDULE 14D-1**

(AMENDMENT NO. 18)

**AND**

**SCHEDULE 13D**

(AMENDMENT NO. 19)

**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**

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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%

---

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**IN**

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This Statement constitutes Amendment No. 18 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. 19 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.**

99.41 -- Tyson Foods, Inc. Press Release, dated June 3, 1994, relating to the Inspectors Report.

99.42 -- Tyson Foods, Inc. Press Release, dated June 3, 1994, relating to the extension of Tyson's offer.

**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: June 6, 1994

**TYSON FOODS, INC.**

By /s/ Gerald Johnston

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

Dated: June 6, 1994

## EXHIBIT INDEX

Exhibit -----	Page No. -----
99.41	Tyson Foods, Inc. Press Release, dated June 3, 1994, relating to the Inspectors Report.
99.42	Tyson Foods, Inc. Press Release, dated June 3, 1994, relating to the extension of Tyson's offer.

[TYSON LETTERHEAD]

**NEWS RELEASE**

**INSPECTORS RELEASE REPORT ON VOTING AT WLR MEETING;  
TYSON TO CONTINUE TO CHALLENGE VOTE BY WLR INSIDERS**

SPRINGDALE, ARKANSAS (JUNE 3, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that the voting results received from the inspectors of election confirm that WLR Foods, Inc. (NASDAQ:WLRF) shareholders did not approve Tyson's voting rights proposal at the May 21 special meeting. Tyson noted, however, that the inspectors report counted as eligible about 1,400,000 shares that they had not counted in their preliminary report two weeks ago, which were voted in favor of management and held by persons that Tyson claims are ineligible to vote under Virginia's Control Share Act.

Final results from the special meeting cannot be determined accurately until the Federal District Court for the Western District of Virginia rules with regard to precisely which officers and directors of WLR and their immediate families and associates were ineligible to vote because they own "interested" shares under Virginia law. A hearing on the matter was held on Thursday, May 26 and the judge is expected to rule now that the inspectors results have been released. A hearing is also scheduled for July 7, 1994, on Tyson's claims that the entire Virginia antitakeover statutory scheme is unconstitutional.

In the event of a favorable determination by the court, Tyson has previously said it would consider amending its offer to provide shareholders the opportunity to exchange their WLR shares for shares of Tyson stock.

Tyson stated it continues to believe WLR's manipulative tactics prevented a truly fair vote. These tactics included effectively stuffing the ballot box with interested shares from interested shareholders, the setting of a record date without notice, thereby potentially disenfranchising the owners of more than a million shares and the "sham resignations" of management directors from their employee positions.

As previously stated, Tyson believes there are at least 15.7% and potentially as much as 20% or more of WLR's approximately 10.9 million outstanding shares which are ineligible to be voted under Virginia law because such shares are controlled by officers and directors of WLR, their immediate families and associates. Tyson also owns 600,063 shares which are ineligible to be voted.

**-MORE-**

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According to the inspector's report, 10,896,672 shares were eligible to vote, of which 3,152,830 shares were voted for the proposal; 5,977,118 were voted against, and 53,547 abstained. Slightly more than 1,600,000 shares, including Tyson's ineligible shares, did not vote at all in person or by proxy. The inspectors did not count in their shares voted a number of proxies received, including certain proxies representing one of WLR's large long-term institutional shareholders that voted for the proposal, which were excluded for technical reasons. The inspectors also ruled that they did not have sufficient information to exclude from their calculation of total shares eligible to vote the 600,063 shares owned but not voted by Tyson.

With respect to Tyson's challenge of the voting of interested shares held by WLR officers and directors and their immediate families and their associates, the inspectors ruled that they did not have sufficient information to disqualify almost all of such shares, including the shares held by the four officer-directors who resigned, leaving the final determination on this crucial issue for the court to decide. The inspectors said it would be inappropriate for them to consider all the information before the court, which Tyson believes would be necessary for the inspectors to refine under Virginia law their list of insider shares that were "interested" and accordingly not eligible to be voted.

Tyson added that the inspectors advised both parties that the inspectors recognized that the court would make the final determination on the issue of which shares are "interested" and therefore not eligible to be voted in a control share act election.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at (501) 290-7232 or Stanley J. Kay, of MacKenzie Partners, Inc. at (212) 929-5940.

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**NEWS RELEASE**

**TYSON FOODS EXTENDS \$30 TENDER OFFER FOR WLR FOODS TO JULY 29**

SPRINGDALE, ARKANSAS, (JUNE 3, 1994) - Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that it has extended its \$30 cash per share tender offer for all outstanding common shares of WLR Foods, Inc. (NASDAQ:WLRF) until 12:00 midnight, EDT on Friday, July 29, 1994. Tyson's offer was scheduled to expire at 12:00 midnight, EDT on Friday, June 3, 1994.

Tyson stated it was extending its offer again to allow time for current and upcoming litigation with respect to WLR's numerous takeover defenses to be resolved. Tyson and WLR are currently awaiting a ruling from the U.S. District Court for the Western District of Virginia in connection with a May 26th hearing to determine under the Virginia Control Share Act precisely which WLR shareholders were ineligible to vote in the recent election contest because the shares held by them are "interested" shares under the Act. Another hearing with regard to Tyson's claims that the entire Virginia anti-takeover statutory scheme is unconstitutional has been scheduled to commence on July 7.

The Company reported that 2,715,617 WLR shares had been validly tendered as of the close of business on Friday, June 3rd. Such shares, together with the 600,063 shares owned by Tyson represent approximately 30.2% of WLR's 10,970,878 outstanding shares.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at 501-290-7232 or Stan Kay, Senior Vice President of MacKenzie Partners, Inc. at 212-929-5940.

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**End of Filing**

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