

WLR FOODS INC

Filed by
TYSON FOODS INC

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

Filed 04/15/94

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. 5)

AND

SCHEDULE 13D

(AMENDMENT NO. 6)

**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)

5.47%

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)

5.47%

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)

5.47%

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)

5.47%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Statement constitutes Amendment No. 5 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. 6 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 4 is hereby amended to add the following:

On April 14, 1994, Tyson accepted a letter from Bank of America National Trust and Savings Association and BA Securities, Inc., pursuant to which the commitment of Bank of America in respect of the Facility was extended from May 10, 1994 to July 8, 1994. A copy of such letter is filed as Exhibit 99.18 hereto and incorporated herein by reference.

2. Item 5 is hereby Amended to add the following:

On April 14, 1994, Tyson and the Purchaser delivered to the Company a Control Share Acquisition Statement under Article 14.1 of the VSCA, pursuant to which the Company is required to call a special meeting of the Company's shareholders to consider a proposal to approve the granting of full voting rights for any Shares acquired by the Purchaser and its associates pursuant to, or in contemplation of, the Offer. A copy of such Control Share Acquisition is filed as Exhibit 99.19 hereto and incorporated herein by reference.

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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a) 99.18 -- Letter, dated April 13, 1994, between Tyson Foods, Inc., Bank of America National Trust and Savings Association and BA Securities, Inc.
- 99.19 -- Tyson Foods, Inc. and WLR Acquisition Corp. Control Share Acquisition Statement and Cover Letter.
- 99.20 -- Tyson Foods, Inc. Press Release, dated April 14, 1994.
- 99.21 -- Letter to Shareholders of WLR Foods, INC. from Tyson Foods, Inc. dated April 14, 1994.
- 99.22 -- Advertisement to be placed in the HARRISONBURG DAILY NEWS RECORD on April 16, 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: April 15, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: April 15, 1994

EXHIBIT INDEX

Exhibit -----	Page No. -----
99.18	Letter, dated April 13, 1994, between Tyson Foods, Inc., Bank of America National Trust and Savings Association and BA Securities, Inc.
99.19	Tyson Foods, Inc. and WLR Acquisition Corp. Control Share Acquisition Statement and Cover Letter.
99.20	Tyson Foods, Inc. Press Release, dated April 14, 1994.
99.21	Letter to Shareholders of WLR Foods, Inc. from Tyson Foods, Inc., dated April 14, 1994.
99.22	Advertisement to be placed in the HARRISONBURG DAILY NEWS RECORD on April 16, 1994.

Exhibit 99.18

[Logo]

April 13, 1994

Mr. Gerald Johnston
Executive Vice President-Finance
Tyson Foods, Inc.
2210 Oaklawn Drive, Drawer E
Springdale, Arkansas 72765-2020

Dear Gerald:

We refer to the commitment letter dated March 1, 1994 (the "COMMITMENT LETTER") from Bank of American National Trust and Savings Association ("BANK OF AMERICA") and BA Securities, Inc. to Tyson Foods, Inc. (the "COMPANY") accepted by the Company on March 2, 1994 pursuant to which Bank of America committed to provide \$340,000,000 of bank financing (the "FINANCING") in connection with the Company's offer (through WLR Acquisition Corp.) to acquire the shares of common stock of WLR Foods, Inc.

Bank of America hereby agrees that the date of expiration of its commitment to provide the Financing to the Company is extended to July 8, 1994.

Except as expressly set forth herein, the Commitment Letter shall remain in full force and effect.

This letter may be signed in counterparts.

*BANK OF AMERICA NATIONAL
TRUST AND SAVINGS ASSOCIATION*

BA SECURITIES, INC.

By: /s/ J. Stephen Mernick

By: /s/ John A. Finan

*J. Stephen Mernick
Senior Vice President*

*John A. Finan
Vice President*

*ACCEPTED:
April 14, 1994*

TYSON FOODS, INC.

By: /s/ Dennis Featherby

Title: ASSISTANT TREASURER

Exhibit 99.19

WLR ACQUISITION CORP.

TYSON FOODS, INC.

April 14, 1994

WLR Foods, Inc.
P.O. Box 7000
Broadway, Virginia 22815

Gentlemen:

WLR Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Tyson Foods, Inc., a Delaware corporation ("Tyson"), and Tyson hereby deliver to you the enclosed Control Share Acquisition Statement as required by Section 13.1-728.4 of the Virginia Stock Corporation Act (the "Act").

Pursuant to Section 13.1-728.5.A of the Act, the undersigned hereby request a special meeting of WLR Foods, Inc.'s shareholders for the purpose of considering a proposal to grant full voting rights to the shares of WLR Foods, Inc. common stock (the "Shares") to be acquired in the proposed control share acquisition described in the Control Share Acquisition Statement and any other Shares acquired within 90 days before or after such control share acquisition and any Shares acquired pursuant to a plan to make such control share acquisition. The undersigned hereby undertakes to pay WLR Foods, Inc.'s expenses of such special meeting, as and to the extent required by Section 13.1-728.5.A of the Act.

Pursuant to Section 13.1-728.5.C of the Act, the undersigned hereby request that such special meeting of WLR Foods, Inc.'s shareholders not be held sooner than 30 days after receipt by WLR Foods, Inc. of the enclosed Control Share Acquisition Statement.

In addition, the undersigned hereby request that such special meeting be held no sooner than 30 days after the date on which the undersigned are advised by you of the date set for the special meeting. The undersigned believe that such 30-day proxy solicitation period is customary with respect to meetings of publicly held corporations and, in this case, will be necessary and appropriate to provide all shareholders with a full and fair opportunity to consider the matters at issue and to vote their shares.

WLR Acquisition Corp.

By: /s/ James B. Blair

James B. Blair
President

Tyson Foods, Inc.

By: /s/ Donald E. Wray

Donald E. Wray
Chief Operating Officer

CONTROL SHARE ACQUISITION STATEMENT

This Control Share Acquisition Statement is made and delivered to WLR Foods, Inc., a Virginia corporation (the "Company"), pursuant to Article 14.1 of the Virginia Stock Corporation Act ("Article 14.1") in connection with the proposed control share acquisition of up to 100% of the outstanding shares of common stock, no par value of the Company (the "Shares") by WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), and a wholly-owned subsidiary of Tyson Foods, Inc., a Delaware corporation ("Tyson"). The Purchaser has made a cash tender offer to purchase all outstanding Shares upon the terms and subject to the conditions of an Offer to Purchase dated March 9, 1994 (the "Offer to Purchase") and the related Letter of Transmittal, as they may be amended from time to time (which collectively constitute the "Offer"). References herein to the "Offer" shall mean the Offer as it may be amended from time to time. A copy of the Offer is annexed hereto as Exhibit 1.

1. The acquiring person is the Purchaser, together with Tyson.
2. This statement is given pursuant to Article 14.1 of the Virginia Stock Corporation Act.
3. The Purchaser owns directly 600,000 Shares and Tyson owns directly 63 Shares. By reason of its ownership of all of the outstanding capital stock of the Purchaser, Tyson may be deemed to own beneficially 600,063 Shares.
4. The Purchaser proposes to acquire up to 100% of the outstanding Shares pursuant to the Offer. If consummated, the proposed control share acquisition could cause the acquiring person to beneficially own Shares having voting power of a majority or more of the votes entitled to be cast in an election of directors.
5. The terms and conditions of the proposed control share acquisition are described in the Offer, a copy of which is annexed hereto as Exhibit 1 and incorporated herein by reference.
6. The undersigned hereby represents that (i) the proposed control share acquisition, if consummated, will not be contrary to law and (ii) the acquiring person has the financial capacity to make the proposed control share acquisition. The representation set forth in clause (i) of the preceding sentence is based upon the fact that the proposed control share acquisition is being made pursuant to and in compliance with Section 14(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations adopted by the Securities and Exchange Commission thereunder, including, without limitation, Regulation 14D, and other applicable law, and upon the advise of counsel. See also the information set forth under the heading

"Certain Legal Matters; Regulatory Approvals" in the Offer to Purchase, which information is incorporated herein by reference. The basis for the representation set forth in clause (ii) of the first sentence of this paragraph is set forth under the heading "Source and Amount of Funds" in the Offer to Purchase, including the legally binding commitment of Bank of America National Trust and Savings Association in the amount of \$340 million set forth in its letter attached hereto as Exhibit 2 and incorporated herein by reference. Except as set forth under the heading "Source and Amount of Funds" in the Offer to Purchase, there are no oral understandings concerning the terms and conditions of such commitment.

April 24, 1994

WLR Acquisition Corp.

By: /s/ James B. Blair

James B. Blair
President

Tyson Foods, Inc.

By: /s/ Donald E. Wray

Donald E. Wray
Chief Operating Officer

[LOGO]

TYSON FOODS, INC. P.O. Box 2020 - Springdale, AR 72765-2030 - Phone (301) 290-4000

NEWS RELEASE

TYSON REQUESTS MEETING OF WLR FOODS SHAREHOLDERS

SPRINGDALE, ARKANSAS (APRIL 14, 1994) - Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that it has formally requested WLR Foods, Inc. (NASDAQ:WLRF) to call a special meeting of its shareholders to vote on a proposal to grant full voting rights to shares of common stock of WLR Foods to be acquired by Tyson in its outstanding \$30 per share cash tender offer. The request was made under a provision of Virginia law which requires a vote by WLR's disinterested shareholders in order for the shares purchased by Tyson in its tender offer to have voting rights. Under the Virginia law, WLR Foods must set the date for such a meeting within the next ten days. The record date of the shareholder meeting will be April 14, 1994, the day that Tyson requested that the meeting be called, under a newly adopted WLR Bylaw.

"This meeting should provide WLR shareholders - THE TRUE OWNERS OF WLR - an opportunity to express independently their own views as to Tyson's proposed acquisition of WLR," said Don Tyson, Chairman of the Board of Tyson. "There has been a lot of talk from the WLR Board," Mr. Tyson said, "but now WLR shareholders will have a chance to speak directly. Through this vote the shareholders can send a message to the board that it should do what is best for WLR shareholders by meeting to negotiate with Tyson."

-MORE-

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TYSON REQUESTS MEETING OF WLR SHAREHOLDERS

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Tyson also announced that it had sent a letter to WLR Foods' shareholders alerting them to Tyson's request for the special meeting. Tyson stated that it would circulate a proxy statement for the shareholders meeting as soon as WLR informs Tyson of the date of the meeting. Tyson has requested WLR to allow a full 30 day solicitation period for the shareholder meeting so that all shareholders have a full and fair opportunity to consider the issue to be voted on.

A draft of the Tyson letter to shareholders is attached.

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.

[TYSON LETTERHEAD]

April 14, 1994

Dear WLR Shareholder:

I am writing to update you about the status of Tyson's proposed acquisition of WLR Foods. I also want to alert you to an important, upcoming shareholder meeting at which you and your fellow WLR shareholders will finally have an opportunity to express your own views regarding Tyson's proposed acquisition.

Tyson has today taken the necessary legal steps to request WLR to call a special shareholder meeting to approve granting full voting rights for any WLR shares we may purchase in our tender offer. WLR must set the meeting date within the next ten days. Without the favorable vote of a majority of WLR's independent shareholders, Tyson would have no voting rights for any WLR shares purchased in its tender offer. Clearly, it would make no sense for Tyson to purchase any WLR shares without the corresponding right to vote those shares.

The vote to be taken at the upcoming shareholders meeting will be very important. The vote will finally give you and your fellow WLR shareholders -- the true owners of WLR -- an opportunity to have a say in WLR's response to Tyson. Through the vote, you can send a message to the Board and management that they work for you and that they should do what is best for WLR's shareholders by sitting down to negotiate with Tyson.

We have made repeated attempts to enter into negotiations, but each and every one of our attempts has been stonewalled by WLR's President, James Keeler, and his Board of Directors. Instead, WLR's management have been busy looking out for their own interests -- they have adopted a "POISON PILL" to block our tender offer, they have granted themselves lucrative "GOLDEN PARACHUTE" contracts entitling them to large cash payments if WLR is sold, they have undertaken sly legal maneuvers in an effort to enhance their own voting power in the upcoming shareholder vote, and they have pursued elaborate delay tactics.

What the WLR Board has NOT done is to look out for your interests by sitting down to negotiate with Tyson and trying to get the best deal possible for WLR's shareholders, growers, employees and the communities in which WLR operates. ALL ASPECTS OF TYSON'S ACQUISITION PROPOSAL ARE OPEN FOR NEGOTIATION. Please understand that we are attempting to make you a fair offer and to negotiate with the Board and management in what we believe to be in the best interests of WLR, Tyson and the shareholders of both companies. IT IS UP TO THE WLR BOARD TO FINALLY DO WHAT IS RIGHT AND TO ACT IN YOUR BEST INTERESTS.

You can expect to receive our proxy statement for the special shareholder meeting in the mail as soon as WLR notifies us of the date for the meeting. We are not soliciting your proxy at this time. Once WLR sets the meeting date and you receive our proxy materials, I trust that you will carefully consider the issues before you vote. We urge you to keep in mind that the vote is an opportunity for you to send a message to the WLR Board and encourage them to negotiate on your behalf. **IT MAKES SENSE FOR YOU TO VOTE YOUR SHARES AND THEREBY ENCOURAGE NEGOTIATIONS EVEN IF YOU HAVE DECIDED NOT TO TENDER YOUR SHARES INTO TYSON'S TENDER OFFER.**

I invite you again to call me or Tyson's President, Leland Tollett, toll-free at (800) 643-3410 to discuss any issues related to our offer or the upcoming special shareholder meeting.

As always, thank you for your continuing consideration. I look forward to talking with each of you soon.

Sincerely, Don Tyson
CHAIRMAN

A SPECIAL MESSAGE TO WLR GROWERS

Over the past weeks we have had numerous meetings and telephone calls with WLR growers. We have listened carefully to what you have said and have learned much about your issues and concerns. We are totally confident that we can address these issues and concerns.

- We have committed to not lowering grower pay.
- We have committed to investing in the Shenandoah Valley and expanding, rather than shutting down, operations in the Valley.
- We have committed not to penalize or terminate farmers for growing in double decker houses.
- **WE ARE READY, AS WE HAVE BEEN ALL ALONG, TO NEGOTIATE A DEAL THAT PROVIDES AN OPPORTUNITY TO WLR SHAREHOLDERS FOR A TAX-FREE EXCHANGE.**

We are very much aware of the fact that our success in the Shenandoah Valley will depend on your success. We are grateful to those of you who have taken the time to talk with us. We look forward to meeting more of you in the coming weeks. We especially look forward to working with all of you in

the future and welcoming you into the Tyson Foods family.

**Tyson Foods
WLR**

HEADLINE:

"Thank you for taking the time to talk."

Don Tyson

Chairman

Tyson Foods, Inc.

COPY:

During a recent trip to the Shenandoah Valley I had a chance to personally talk to many WLR growers and shareholders. I appreciate you taking the time to visit with me because it gave me a chance to hear and address many of your concerns about Tyson Foods' proposed merger with WLR.

Grower pay was the most important issue to most of the folks I talked to. That's understandable. And what I told them is just exactly what I've been telling folks for several weeks now. That is, Tyson Foods didn't get to be the world's most successful poultry producer by ignoring its growers. We currently pay our growers as good as, or better than anyone else in the Valley. That will continue. Tyson has never lowered grower pay following an acquisition. And we will not lower grower pay when we are successful in merging with WLR. We pay our growers a competitive, fair wage in every place we do business. And we will continue doing so in the Valley. The facts will bear me out on this.

Some of you also wanted to talk about Tyson Foods' commitment to the various communities and programs in the Valley. When we are successful at merging with WLR we will have a huge investment in the Valley. We are in the business of expanding our operations, not shutting them down. We are interested in WLR because we need more good people and more good product to supply the worldwide markets our talented sales and marketing folks create.

We have never shut down a plant following an acquisition; indeed, we've expanded most. And as our investment in the Valley grows so will our involvement in it, not just in jobs and plants, but in the quality of life of its people.

Finally, some of you are still concerned about growers that have double decker houses. I again give you my word, no grower will be penalized or terminated for using double decker houses.

Those are the main concerns of the folks I've talked to. I've tried to address them as clearly as possible. If you have other concerns, please let us know. We are committed to making this merger successful, and we know without you it will not be.

LOGO:

(Tyson)

Feed you like family. -TM-

PHONE:

1-800-643-3410

ADDRESS:

For more information about Tyson, write Don Tyson personally at: Tyson Foods, Inc., 2210 Oaklawn Drive, Springdale, AR 72764

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