

WLR FOODS INC

Filed by
TYSON FOODS INC

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

Filed 07/22/94

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. 21)

AND

SCHEDULE 13D

(AMENDMENT NO. 22)

**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)

AF

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

 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

This Statement constitutes Amendment No. 21 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. 22 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 5 is hereby amended to add the following:

On July 21, 1994, Tyson and the Purchaser notified the Company of their intention to nominate individuals for election to the Board of Directors of the Company at the Company's 1994 Annual Meeting of Shareholders. A copy of such notice and a related press release are filed as exhibits to this Schedule 14D-1 and are incorporated herein by reference.

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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

99.47 -- Notice to WLR Foods, Inc., dated July 21, 1994.

99.48 -- Tyson Foods, Inc. Press Release, dated July 22, 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: July 22, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: July 22, 1994

EXHIBIT INDEX

Exhibit Page No.

99.47 -- Notice to WLR Foods, Inc., dated July 21, 1994.

99.48 -- Tyson Foods, Inc. Press Release, dated July 22, 1994.

Cede & Co.

c/o The Depository Trust Company
7 Hanover Square
New York, New York 10004

July 21, 1994

Mr. Delbert Seitz
Secretary
WLR Foods, Inc.
P.O. Box 7000
Broadway, Virginia 22815

Re: Notice under Bylaws with respect to the 1994

Annual Meeting of Shareholders of WLR Foods, Inc.

Dear Mr. Seitz:

Cede & Co., the nominee of The Depository Trust Company ("DTC"), is a record holder of common stock (the "Common Stock") of WLR Foods, Inc., a Virginia corporation ("WLR" or the "Company"). DTC is informed by its Participant, Stephens Inc. (the "Participant") that on the date hereof, 600,000 of such shares (the "Shares") credited to Participant's DTC account are beneficially owned by WLR Acquisition Corp., a customer of the Participant ("Acquisition Corp." or the "Customer").

The purpose of this letter is to provide written notice to WLR, at the request of the Participant and on behalf of the Customer, pursuant to Article II, Section 4 of the Bylaws of the Company (the "Bylaws"), with respect to the intention of Acquisition Corp. as beneficial owner of the Shares or Cede & Co. as the record owner of the Shares to nominate eight (8) persons (the "Independent Nominees") for election as directors of the Company at the 1994 Annual Meeting of Shareholders of WLR (the "Meeting").

At the request of the Participant, and on behalf of the Customer, Cede & Co. hereby gives notice under the Bylaws with respect to the following nominations of director candidates:

Nomination of Director Candidates:

In accordance with Article II, Section 4 of the Bylaws, notice is hereby given to the Secretary of the Company of the following:

1. The name and address of Acquisition Corp. are as follows:

WLR Acquisition Corp.

c/o Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72764

As of the date hereof, the shares of Common Stock, without par value, beneficially owned by Acquisition Corp. are held in accounts of Acquisition Corp. maintained with Stephens, Inc., which brokerage firm is a Participant in The Depository Trust Company. Accordingly, the name and address of the holder of record of such shares (the "Record Holder"), as it should appear in the Company's books, is as follows:

Cede & Co.

P.O. Box 20
Bowling Green Station
New York, New York 10274

2. Acquisition Corp. is the beneficial owner of 600,000 shares of Common Stock as of the date hereof and intends to be the beneficial owner of Common Stock at all times from the date hereof to the date of the Meeting, and is entitled to vote for the election of directors through the Record Holder. Acquisition Corp. as the beneficial owner of the Shares (or Cede & Co. as the record owner of the Shares) intends to appear in person (or, in the case of Cede & Co, to cause, at the request of Participant, a duly appointed agent of Cede & Co. to appear in person) or by proxy at the Meeting to nominate the Independent Nominees.

3. At the Meeting, Acquisition Corp. as the beneficial owner of the Shares (or Cede & Co. as the record owner of the Shares) intends to propose a resolution (the "Resolution"), to be voted on by the Company's stockholders pursuant to Article 13.1-675(C) of the Virginia Stock Corporation Act, increasing the size of the Board of Directors of the Company (the "Board" or the "Board of Directors") from ten (10) directors to fifteen (15) directors, in accordance with Article II, Section 2, of the Bylaws.

4. Acquisition Corp. as the beneficial owner of the Shares (or Cede & Co. as the record owner of the Shares) intends to nominate the persons listed below as the Independent Nominees. The Independent Nominees have furnished to Acquisition Corp. the following information concerning their principal occupation and certain other matters. The Independent Nominees are citizens of the United States.

Name and Business Address -----	Age ---	Employment History -----
Fred Cameron P.O. Box 265 National City, CA 91951	60	For the past five years, Mr. Cameron has been self-employed as a private investor and a cattle rancher. Mr. Cameron is the former President of C&M Packing Company of San Diego (a meat packing company).
James Clark Irwin 2401 Johnson Road Springdale, AR 72763	67	From November, 1982 through present, self-employed owner and operator of a poultry and beef farm. Mr. Irwin was the Vice-President of Live Production For Tyson Foods, Inc. for 22 years, and has been a broiler grower for Tyson Foods, Inc. for 33 years. Mr. Irwin serves as a director of the Bank of Fayetteville (Fayetteville, Arkansas).
Michael J. Levitt 1 East Stow Road P.O. Box 994 Marlton, NJ 08053	63	For over twenty years, Mr. Levitt has been the sole owner of Michaels Development Company, Interstate Realty Management Co. and Continental Mortgage Corp. (national developers/owners/managers of government subsidized low income rental housing).
Hayden McIlroy 25 Highland Park Village Suite 100-341 Dallas, TX 75205	55	From March, 1986 through present, Mr. McIlroy has been President of H.M. Investments (a private investment company). Mr. McIlroy was previously President and Chief Executive Officer of McIlroy Bank & Trust (Fayetteville, Arkansas).

Name and Business Address -----	Age ---	Employment History -----
<p>Mitchell S. Rosenthal, M.D. 164 West 74th Street New York, NY 10023</p>	<p>59</p>	<p>Dr. Rosenthal founded Phoenix House, one of the largest private, non-profit substance abuse services agencies in the United States, in 1967, and has served as its chief executive and as President and Chief Executive Officer of Phoenix House Foundation since that time through the present. Dr. Rosenthal has also chaired the New York State Advisory Council on Substance Abuse since 1985, and has been a White House advisor on drug abuse and a special consultant to the Office on National Drug Abuse Policy.</p>
<p>P.R. Smith P.O. Box 593 Winder, GA 30680</p>	<p>69</p>	<p>For over twenty years, Mr. Smith has owned and operated family farms and agribusinesses. From 1973 through 1980, Mr. Smith served as a member of the Board of Regents of the University of Georgia System. From 1977 through 1980 Mr. Smith was an Assistant Secretary of Agriculture of the United States. Mr. Smith is a past Vice President of the Georgia Farm Bureau and a past Chairman of the Georgia Cotton Commission. Mr. Smith is a member of the Board of Trustees and the Treasurer of Christian College of Georgia.</p>

Name and Business Address -----	Age ---	Employment History -----
Gerald A. Welch 7355 Hidden Cove Kalamazoo, MI 49009	59	Mr. Welch has been retired since April, 1994. From January, 1988 through February, 1992, Mr. Welch served as Senior Vice President, and from February, 1992 through April, 1994, he served as Executive Vice President, of the Pharmaceuticals, Seeds and Animal Health Products Division of the Upjohn Company. Mr. Welch serves as a director of Union Pump Co. (Battle Creek, Michigan), Biggs-Gilmore Advertising (Kalamazoo, Michigan) and Cytrex Corporation (Atlanta, Georgia).
Alan L. Wurtzel 2134 R Street, N.W. Washington, DC 20008	60	Since 1994, Mr. Wurtzel has been Vice Chairman of Circuit City Stores, Inc. (electronics and appliances retailer) and from 1986-1994, he served as Chairman of Circuit City Stores, Inc. Mr. Wurtzel is also a director of Office Depot, Inc.

5. Acquisition Corp. as the beneficial owner of the Shares (or Cede & Co. as the record owner of the Shares) intends to nominate each of Messrs. Levitt, McIlroy and Welch for election to a three-year term as a Class A director of the Company. The remaining Independent Nominees (namely, Messrs. Cameron, Irwin, Rosenthal, Smith and Wurtzel) will be nominated to fill the five (5) vacancies created by the Resolution, if the Resolution is approved by the Company's shareholders. In that event, Acquisition Corp. as the beneficial owner of the Shares (or Cede & Co. as the record owner of the Shares) intends to nominate each of Messrs. Cameron and Irwin to a two-year term as a Class C director of the Company; each of Messrs. Rosenthal and Smith to a one-year term as a Class B director of the Company; and Mr. Wurtzel to a three-year term as a Class A director of the Company; all in accordance with Article THREE, Section One of the Articles of Restatement of the Company (the "Restated Articles"). If elected, each of the Independent Nominees would hold office until the annual meeting of the Company's shareholders at which his term is scheduled to expire and until his successor shall be duly elected and qualified or until his earlier death, resignation or removal.

6. Tyson Foods, Inc. ("Tyson") and Acquisition Corp. have entered into agreements with each Nominee (the "Nominee Agreements"), pursuant to which Tyson and Acquisition Corp. have agreed to promptly reimburse the Independent Nominees for all out-of-pocket costs and expenses reasonably incurred by them in connection with their nominations for election as directors of the Company and related matters. The Nominee Agreements further provide that Tyson and Acquisition Corp. will indemnify the Independent Nominees against all claims, liabilities and expenses incurred by the Independent Nominees which arise out of or relate to Tyson's and Acquisition Corp.'s solicitation of proxies in connection with the Meeting, any proposed acquisition of the Company by Tyson and/or Acquisition Corp., the Independent Nominee's nomination for election as a director of the Company, the Independent Nominee's serving as a director of the Company, or any related matter.

Pursuant to the Nominee Agreements, Tyson, Acquisition Corp. and each Independent Nominee have acknowledged and agreed that Tyson and Acquisition Corp. intend to nominate such Independent Nominee for election as a director of the Company and to solicit proxies in connection therewith upon the understanding that if such Independent Nominee is elected as a director of the Company, such Independent Nominee will take whatever actions are necessary, appropriate and available to him in his capacity as a director of the Company to (i) cause the Company to redeem the rights (the "Rights") issued pursuant to the Shareholder Protection Rights Agreement, dated as of February 4, 1994, between the Company and First Union National Bank of North Carolina, as Rights Agent, (ii) enter into a definitive merger agreement with Acquisition Corp. (or another affiliate of Tyson) and Tyson providing for the acquisition of the Company by Tyson (the "Proposed Merger"), (iii) cause the provisions of Article 14 of the Virginia Stock Corporation Act ("VSCA") (the "Virginia Affiliated Transactions Law") and Article 14.1 of the VSCA (the "Virginia Control Share Act") to be deemed inapplicable to the Proposed Merger or any shares of common stock of the Company acquired by Tyson or Acquisition Corp. in connection with their efforts to effect the Proposed Merger and (iv) otherwise facilitate the acquisition of the Company by Tyson; all subject, in all events, to the fulfillment of such Independent Nominee's fiduciary duties as a director of the Company under applicable Virginia law.

The Nominee Agreements provide that Tyson will pay each Independent Nominee the amount of \$12,000 upon the dissemination to shareholders of the Company of a Proxy Statement relating to the nomination of the Independent Nominees for election at the Meeting, and further provide that in the event that such Independent Nominee is required to attend any meetings in connection with his nomination prior to his election as a director of the Company (including the Meeting), or to attend any hearings, depositions or the like in connection with his nomination or service as a director, Tyson will pay such Independent Nominee \$1,000 per day plus his expenses incurred in connection with his attendance at such meeting, hearing or deposition.

The foregoing description of the Nominee Agreements is qualified in its entirety by reference to the Form of Nominee Agreement attached hereto as Exhibit A.

Except as described above, there are no other arrangements between Acquisition Corp. and the Independent Nominees or between Acquisition Corp. and any other person pursuant to which Acquisition Corp. makes or will make such nomination.

7. Each of the Independent Nominees has consented to serve as a director of the Company if so elected. Copies of the consents of the Independent Nominees are enclosed herewith.

Please direct any questions regarding this notice to John T. O'Connor, Esq. of Milbank, Tweed, Hadley & McCloy, One Chase Manhattan Plaza, New York, NY 10005, (212) 530-5548.

While Cede & Co. is furnishing the notice stated herein as the stockholder of record of the Shares, it does so at the request of Participant and only as a nominal party for the true party in interest, the Customer. Cede & Co. has no interest in this matter other than to take those steps which are necessary to ensure that the Customer is not denied its rights as the beneficial owner of the Shares, and Cede & Co. assumes no further responsibility in this matter.

Very truly yours,

Cede & Co.

By:

Kenneth M. Scholl, partner

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

Kenneth M. Scholl, partner, having been first duly sworn according to law, deposes and says that he is a partner of Cede & Co., that he is authorized to execute the foregoing notice and to make the designations, authorizations and representations contained therein, and that the facts and statements contained in the foregoing notice are true and correct.

Cede & Co.

By:

Kenneth M. Scholl, partner

SWORN TO AND SUBSCRIBED before me
this 21st day of July, 1994

Notary Public

SUE ANN VAJDA

Notary Public, State of New York
No. 41-4822492
Qualified in Queens County
Commission Expires December 31, 1994

NEWS RELEASE

**TYSON NOMINATES EIGHT CANDIDATES FOR WLR BOARD
SEEKS TO INCREASE BOARD SIZE FROM 10 TO 15 SEATS**

SPRINGDALE, ARKANSAS (JULY 22, 1994) - Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that it has delivered a notice to WLR Foods, Inc. (NASDAQ:WLRF), in accordance with WLR's By-Laws, stating its intention to nominate a slate of eight candidates for election to WLR's Board of Directors at WLR's Annual Meeting which Tyson expects to be held in late October. Tyson will also submit a resolution at the Annual Meeting to increase the size of WLR's Board from 10 seats to 15 seats. If elected, Tyson's eight nominees would constitute a majority of the WLR Board.

Tyson will nominate its candidates with the understanding that, within the scope of their fiduciary responsibilities to all WLR shareholders, the nominees will, if elected, cause WLR to redeem its "poison pill" shareholder rights plan, enter into a definitive merger agreement with Tyson, and cause the provisions of the Virginia Affiliated Transactions Act and the Virginia Control Share Act to be deemed inapplicable to the proposed Tyson-WLR merger.

Tyson's nominees are: Gerald A. Welch, the retired Executive Vice President of the Pharmaceuticals, Seeds and Animal Health Division of The Upjohn Company; Hayden McIlroy, the President of H.M. Investments in Dallas and former President of McIlroy Bank and Trust of Fayetteville, Arkansas; Michael J. Levitt, the owner of Michaels Development Company, a real estate development firm; James Clark Irwin, a self-employed poultry and beef farmer; P.R. Smith, the owner/operator of a number of agribusinesses; Fred Cameron, a self-employed cattle rancher and private investor; Dr. Mitchell S. Rosenthal, founder, Chairman and President of the Phoenix House Foundation, a private, non-profit substance abuse services agency; and Alan L. Wurtzel, the Vice Chairman of Circuit City Stores, Inc.

Messrs. Welch, McIlroy and Levitt will stand for election in opposition to management's candidates for the three seats up for reelection at the Annual Meeting. The remaining five candidates will be nominated to fill the five vacancies that would be created if the resolution to increase the size of the Board is approved by WLR shareholders.

Tyson beneficially owns 600,063 common shares of WLR, representing approximately 5.4% of the Company.

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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