

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 05/20/94

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

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.

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

[TYSON LETTERHEAD]

NEWS RELEASE

SPRINGDALE, ARKANSAS (MAY 19, 1994) - In a continuing effort to encourage the Board of Directors of WLR Foods (NASDAQ:WLRF) to negotiate a merger of the two companies, Tyson Foods, Inc. (NASDAQ:TYSNA) Chairman Don Tyson today transmitted the attached letter to WLR President and CEO James Keeler.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at 501-290-7232.

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[LOGO]

[TYSON LETTERHEAD]

May 19, 1994

James L. Keeler
WLR Foods, Inc.
P.O. Box 7000
Broadway, VA 22815-7000

Dear Jim:

Frankly, I was surprised yesterday when you said during our telephone call that you could not think of anything to show me that would demonstrate why WLR is worth more than our offer. Your letter today is also disappointing.

We do not desire any competitive information but we see no reason to offer more than \$30 per share based on the publicly available information. You and your directors have refused to provide us with your investment bankers' analysis as to why our offer is inadequate or why your new term "lowball" is at all appropriate. If you have any financial information or non-competitive data that would demonstrate a higher value for WLR, I urge you again to share it with us before the Special Meeting on Saturday.

By continuing to hide behind your multitude of artificial roadblocks you are refusing to give your shareholders a "full and fair" opportunity to consider our offer. You and the Board currently have the power to truly let your shareholders make their own decision on our offer. Remove your poison pill and vote as a board to give us voting rights if we receive tenders for more than 50% of WLR's shares. Then and only then will we be able to determine if your shareholders want to accept or reject our offer.

Your shareholders, employees and growers would benefit greatly from a combination of our two companies. However, if we terminate our offer and you embark on a leveraged buyback plan to ease the tremendous selling pressure sure to be on your stock, you will be sacrificing WLR's future potential. This week's major selloff in WLR stock may only be a sign of things to come.

Clearly many of your shareholders, some of whom will most likely vote for you this Saturday, are hoping for a tax free alternative which we have expressed a total willingness to negotiate with you repeatedly. Our offer to meet at any time and any place between now and the meeting stands.

We too look forward to meeting with you and our fellow WLR shareholders Saturday.

Sincerely,

Don Tyson
Chairman

[LOGO]

**WE'VE INVITED THE WLR BRANDS TO
JOIN OUR FAMILY.
THEY'LL BE IN GOOD COMPANY.**

Tyson Foods, Inc. is the single most successful and respected marketer of poultry products in the world. We currently produce more than 6,000 quality food products and line extensions in 66 plants throughout the USA. And our family of brands includes some of the most respected names in the food business today.

[Tyson logo] [Tyson/Holly Farms logo] [Tastybird logo]

[Louis Kemp Seafood Co. logo] [Arctic Ice logo] [Weaver logo]

[Henry House logo]

[Tyson/Mexican Original logo]

[The letters
"WLR" in a
circle]

Tyson has succeeded as a company because the people who make up our company have succeeded in their roles. Approximately 60% of Tyson stock is owned by the men and women who work for our company. In fact, each week 24,000 of the 50,000 Tyson team members invest a portion of their earnings in their company-because they believe in the company, the quality of our products, and our ability to market them successfully.

Many of those men and women who currently invest in Tyson-and most of the brands that make up the Tyson family-joined our company through mergers and acquisitions. Without exception, they're better off today than they were before they became part of the Tyson family. If the same wasn't true of the people and brands of WLR, we wouldn't be trying so hard to put these two great companies together.

[TYSON LOGO]

1-800-643-3410

End of Filing

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