

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

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

Filed 03/22/94

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

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

**SCHEDULE 14D-1**

(AMENDMENT NO. 2)

**AND**

**SCHEDULE 13D**

(AMENDMENT NO. 3)

**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

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-----  
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**

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-----  
 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**

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-----  
 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%

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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)**

5.47%

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10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**IN**

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This Statement constitutes Amendment No. 2 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. 3 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.**

(a) 99.13 -- Tyson Foods, Inc. Press Release, dated March 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: March 22, 1994

**TYSON FOODS, INC.**

By /s/ Gerald Johnston

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

Dated: March 22, 1994

**EXHIBIT INDEX**

Exhibit  
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Page No.  
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99.13      Tyson Foods, Inc. Press Release, dated March 22, 1994

[LETTERHEAD]

NEWS RELEASE

**TYSON FOODS RECEIVES ANTITRUST CLEARANCE  
FOR WLR FOODS TENDER OFFER**

SPRINGDALE, ARKANSAS (MARCH 22, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to its tender offer with WLR Foods, Inc. (NASDAQ:WLRF) expired Saturday, March 19, 1994.

Don Tyson, Chairman of Tyson Foods said, "This removes the sole antitrust related regulatory hurdle to the completion of our tender offer."

As previously announced, Tyson has commenced a tender offer to purchase all outstanding shares of common stock of WLR Foods at \$30 net per share in cash, which is scheduled to expire on April 8, 1994 unless extended.

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

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**End of Filing**

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