

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 05/05/94

| | |
|-------------|--|
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| SIC Code | 2015 - Poultry Slaughtering and Processing |
| Industry | Food Processing |
| Sector | Consumer/Non-Cyclical |
| Fiscal Year | 06/30 |

SCHEDULE 14A
(Rule 14a-101)

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.

/X/ 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]

May 3, 1994

YOUR MESSAGES TO TYSON ARE COMING THROUGH LOUD AND CLEAR

Dear WLR Shareholder:

Thank you for taking the time to send your messages to us over the past weeks. From them we have learned:

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want and have Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. **THEY'RE WRONG. WE HEAR YOU LOUD AND CLEAR.**

James L. Keeler and the WLR Board are willing to have you gamble with the value of your WLR investment. They are telling you to vote "AGAINST" our proposal to see if Tyson really will go away. We **REALLY WILL** go away. If 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate its tender offer.
- Tyson will sell its 600,000 WLR shares and take its losses along with you.
- Tyson will invest the \$330 million -- which it had planned to use to pay WLR shareholders -- elsewhere in plant expansions and other acquisitions to build a better future for its shareholders.

DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT.

If Tyson goes away, so may more than \$10 per share of your stock's value. Remember -- a vote "FOR" Tyson's proposal does not mean you have to sell your WLR shares to Tyson. A vote "AGAINST", however, may mean you will never have a chance to sell at these prices.

VOTE "FOR" THE TYSON PROPOSAL

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your BLUE proxy card. Vote "FOR" the Tyson proposal and please provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

Don Tyson

RADIO SCRIPT

WLR SHAREHOLDERS MESSAGE : 60

Here's a message to the shareholders of WLR from the people of Tyson Foods.

We need your help in putting these two great companies together.

Tyson has a proven track record for expanding the companies that have become a part of our team and improving the working conditions for the people associated with them.

We also value the relationships we have built with the independent contract growers we do business with.

We would like WLR to become an integral part of the growing Tyson family...and here's where we need your help.

By refusing to sit down and negotiate, James L. Keeler and the WLR board are not acting in the best interest of their shareholders.

As a result, Tyson has had to ask for a special shareholder meeting scheduled for May 21st.

If the Tyson proposal is voted down at this meeting, we will terminate our offer, sell our WLR stock and the value of everyone's stock will very likely drop back to historical levels.

We will take our losses...as will you.

Don't gamble with your WLR investment.

On May 21st, vote with Tyson...and for our future together.

End of Filing

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