

WLR FOODS INC

Filed by
TYSON FOODS INC

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

Filed 05/12/94

| | |
|-------------|--|
| 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. 12)

AND

SCHEDULE 13D

(AMENDMENT NO. 13)

**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)
 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)

5.37%

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. 12 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. 13 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) 99.32 -- Letter to Shareholders of WLR Foods, Inc.
from Tyson Foods, Inc., dated May 12, 1994.
- 99.33 -- Tyson Foods, Inc. Press Release, dated
May 12, 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: May 12, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: May 12, 1994

EXHIBIT INDEX

Exhibit

Page No.

- 99.32 Letter to Shareholders of WLR Foods, Inc.
from Tyson Foods, Inc., dated May 12, 1994.
- 99.33 Tyson Foods, Inc. Press Release, dated
May 12, 1994.

[TYSON LETTERHEAD]

May 12, 1994

**THIS IS YOUR FINAL OPPORTUNITY TO SEND A MESSAGE TO
THE WLR BOARD TO OPEN NEGOTIATIONS WITH TYSON**

Dear WLR Shareholder:

The WLR Foods Special Meeting is rapidly approaching -- SCHEDULED JUST 9 DAYS FROM TODAY FOR SATURDAY, MAY 21. The enclosed BLUE proxy card will be the last one you will receive from us -- and represents your final opportunity to send a message to the WLR Board to negotiate the best possible deal for you.

REMEMBER -- A VOTE "FOR" TYSON'S PROPOSAL DOES NOT OBLIGATE YOU TO TENDER

YOUR SHARES TO TYSON.

A "FOR" vote will encourage the WLR Board to begin negotiations with Tyson.
YOUR BEST OPPORTUNITY FOR A FRIENDLY, TAX-FREE TRANSACTION BETWEEN TYSON AND WLR IS TO VOTE "FOR" ON THE BLUE PROXY CARD. As you consider your vote, please remember:

-ALL ASPECTS OF OUR PROPOSAL TO ACQUIRE WLR ARE OPEN FOR NEGOTIATIONS.

-If the owners of a majority of disinterested WLR shares fail to vote "FOR" on May 21, we intend to terminate our tender offer and sell our 600,000 shares.

Then ask yourself the following fundamental questions:

-Without Tyson's pending \$30 per share tender offer, **WHAT WILL HAPPEN TO
THE VALUE OF WLR'S SHARES?**

**-SHOULDN'T WLR MANAGEMENT AT LEAST ATTEMPT TO SEE HOW GOOD A DEAL CAN BE
NEGOTIATED ON YOUR BEHALF?**

WLR and its shareholders, employees and growers would clearly benefit from a combination with Tyson -- the world's largest fully-integrated producer, processor and marketer of poultry-based food products. We would be pleased to have WLR join us in building a better and more profitable combined Tyson/WLR.

As we continue to adapt to changing consumer tastes, we will strive to continue our strong record of building value for all our shareholders, providing a productive environment for our employees and acting as a good corporate citizen in the communities in which we operate.

Please consider the following facts about Tyson's performance over the ten year period from 1983 to 1993. During that time:

-Tyson was ranked **FIRST IN THE FOOD INDUSTRY** and **FOURTH AMONG ALL FORTUNE 500 COMPANIES** in total return to shareholders, posting a compounded annual growth rate of 36%.

-Tyson was ranked FIRST IN THE FOOD INDUSTRY and SEVENTH AMONG ALL

FORTUNE 500 COMPANIES in earnings per share growth with a compounded annual growth rate of 38.4%.

The future for a combined Tyson/WLR is bright. We are hopeful that a vote "FOR" our proposal will move us one step closer to combining these two fine companies.

Unfortunately, without your "FOR" vote, WLR management will remain entrenched and will continue to refuse to negotiate a deal from which you can benefit. Your best weapon to overcome this is to vote your BLUE proxy card.

REMEMBER -- EVEN IF YOU HAVE ALREADY VOTED WLR'S WHITE PROXY CARD, YOU HAVE EVERY RIGHT TO CHANGE YOUR MIND AND VOTE A BLUE PROXY "FOR" TYSON'S PROPOSAL. Time is exceedingly short. Please mark, sign, date and mail your BLUE proxy card TODAY!

Please include any comments you may have on the BLUE proxy card or on one of the gold comment cards we have previously sent you. If you prefer, you can call me or Tyson's President and Chief Executive Officer, Leland Tollett, directly at (800) 643-3410. AS ALWAYS, WE'LL KEEP LISTENING.

Very truly yours,

Don Tyson
CHAIRMAN

- -----IMPORTANT----- If you need assistance in voting your shares or in changing your vote please call MacKenzie Partners, Inc. toll-free at (800) 322-2885. If your shares are held for you by a bank or brokerage firm, only your banker or broker can vote your shares and only after receiving your specific instructions. Accordingly, please instruct your banker or broker to vote "FOR" Tyson's proposal on the BLUE proxy card. Please vote today!

NEWS RELEASE

**TYSON FOODS RECEIVES PROXY CONTEST ENDORSEMENT
FROM LEADING SHAREHOLDER ADVISORY FIRM**

SPRINGDALE, ARKANSAS (MAY 12, 1994) - Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that Institutional Shareholder Services, Inc. (ISS) has recommended that its clients vote to support Tyson's proposal in opposition to management of WLR Foods, Inc. (NASDAQ:WLRF) to grant Tyson voting rights for any WLR shares it may purchase in connection with its pending \$30 per share tender offer for WLR. WLR shareholders will vote on this issue at a Special Meeting of Shareholders currently scheduled for Saturday, May 21st. Institutional Shareholder Services, based in Bethesda, Maryland, is a longstanding advisor on proxy contests, corporate governance and related issues to many major institutional shareholders.

ISS's recommendation said that restoring Tyson's voting rights did not require shareholders to tender their shares and did not prevent WLR from negotiating a better price with Tyson or another buyer.

Don Tyson, Chairman of the Board of Tyson, commented, "We are of course pleased that ISS's independent recommendation matches our own views on this issue. More important, however, ISS provides a source for shareholders, both big and small, who are looking for the judgment of a neutral party, well-experienced in these issues, to guide their vote."

As previously announced, support from WLR shareholders owning a majority of the disinterested shares at the May 21st Special Meeting will exempt Tyson from the Virginia Control Share Act, under which Tyson would be automatically stripped of its voting rights for any WLR shares it would purchase pursuant to its offer.

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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