

WLR FOODS INC

Filed by
TYSON FOODS INC

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

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 |

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 15)

AND

SCHEDULE 13D

(AMENDMENT NO. 16)

**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. 15 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. 16 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.

99.37 -- Tyson Foods, Inc. Press Release, dated May 19, 1994.

99.38 -- Form of Newspaper Advertisement to be run May 20, 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 20, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: May 20, 1994

EXHIBIT INDEX

Exhibit

Page No.

- 99.37 Tyson Foods, Inc. Press Release, dated May 19, 1994.
99.38 Form of Newspaper Advertisement to be run May 20, 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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