

WLR FOODS INC

Filed by
TYSON FOODS INC

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

Filed 05/24/94

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. 16)

AND

SCHEDULE 13D

(AMENDMENT NO. 17)

**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. 16 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. 17 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.

99.39 -- Tyson Foods, Inc. Press Release, dated May 21, 1994.

99.40 -- Tyson Foods, Inc. Press Release, dated May 23, 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 24, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: May 24, 1994

EXHIBIT INDEX

Exhibit

Page No.

- 99.39 Tyson Foods, Inc. Press Release, dated May 21, 1994.
- 99.40 Tyson Foods, Inc. Press Release, dated May 23, 1994.

[TYSON LETTERHEAD]

NEWS RELEASE

**WLR SHAREHOLDERS FAIL TO APPROVE PROPOSAL TO GRANT TYSON
VOTING RIGHTS; TYSON BELIEVES FAIR VOTE WOULD HAVE PRODUCED
DIFFERENT RESULT; PLANS TO PURSUE SUIT AGAINST WLR**

BRIDGEWATER, VIRGINIA (MAY 21, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that shareholders of WLR Foods, Inc. (NASDAQ:WLRF) apparently failed to approve voting rights for shares to be acquired by Tyson in its tender offer for WLR. Based on its own review of today's vote, however, Tyson believes that the results would have been different if the votes of only the truly independent shareholders had been counted and if WLR had conducted a fair vote on the proposal.

Tyson also understands that the preliminary results of today's vote will not be available until early next week. Final results cannot be determined until the Federal District Court for the Western District of Virginia rules with regard to Tyson's and WLR's motions to determine under the Virginia Control Share Act precisely which officers of WLR are ineligible to vote in the election contest because they are "interested" shareholders under the act. A hearing is scheduled to commence Thursday, May 26.

Tyson Foods believes that in addition to its own 600,000 WLR shares which are classified as interested shares, and therefore ineligible to be voted, there are additional interested shares totaling at least 15.7% of WLR and potentially 20% or more of the Company's approximately 10.9 million outstanding shares. These additional interested shares are controlled by officers and directors of WLR, their immediate families and associates.

The Company added it currently plans to challenge the results of the voting because it believes that the WLR Board and management undertook a number of tactics which have had the effect of disenfranchising shareholders and tainting the results through their efforts to stuff the ballot box by voting shares held by interested shareholders. Their entrenchment actions prevented a truly fair vote. Their manipulations of the voting process, including the setting of a record date to disenfranchise the owners of more than a million shares and the sham "resignations" of employee positions, should be illegal and Tyson hopes the court will rule in its favor.

Don Tyson, Chairman of the Board of Tyson Foods, commented, "I appreciated the opportunity to address personally the several hundred WLR shareholders, employees and growers, who attended today's meeting, concerning our view of the merits of a combination of these two companies. As I've said many times, we continue to be willing to sit down with WLR at any time and negotiate a deal that could include a tax-free alternative for shareholders."

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Mr. Tyson added, "We hope that, notwithstanding the outcome of today's vote, the WLR board finally will either negotiate with us or give their shareholders a true chance, without any legal impediments, to consider our offer. A merger between Tyson and WLR would greatly benefit all shareholders and give WLR employees and growers numerous additional opportunities to prosper in the future. With the considerable financial and operational resources of the world's largest poultry processing company supporting them, their chance for success in the future would surely be enhanced."

Mr. Tyson continued, "WLR's plan to take on a great deal of debt to buyback WLR shares - a plan which Jim Keeler now says is only one alternative - is an ill-conceived and futile attempt to temporarily prop up the price of WLR shares. The millions they would have to spend should be invested in WLR to build a better company for all. WLR's local investors who have been most loyal to the company will suffer most if the company carries through on a major leveraged buyback plan."

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at 501-290-7232 or Stan Kay, Senior Vice President of MacKenzie Partners, Inc. at 212-929-5940.

NEWS RELEASE

TYSON RECEIVES PRELIMINARY VOTING REPORT ON WLR MEETING

SPRINGDALE, ARKANSAS (MAY 23, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that the preliminary voting results received from the inspectors of election indicate that WLR Foods, Inc. (NASDAQ:WLRF) shareholders apparently failed to approve Tyson's voting rights proposal. Tyson noted, however, that the independent inspectors report also confirmed its view that a majority of all truly independent WLR shareholders did not vote with WLR management against Tyson's proposal at the Special Meeting of shareholders held on Saturday, May 21, in Bridgewater, Virginia.

As previously announced, Tyson believes that WLR did not conduct a fair vote, significantly affecting the results by trying to vote many shares owned by interested shareholders, who should have been ineligible to vote. Tyson believes there are at least 15.7% and potentially as much as 20% or more of WLR's approximately 10.9 million outstanding shares which were ineligible to be voted under Virginia law because such shares are controlled by officers and directors of WLR, their immediate families and associates. Tyson also owns 600,063 shares which were ineligible to be voted.

Tyson stated it continues to plan to challenge the results of the voting because it believes WLR's manipulative tactics prevented a truly fair vote. These tactics included stuffing the ballot box with shares from interested shareholders, the setting of a record date to disenfranchise the owners of more than a million shares and the sham "resignations" of management directors from their employee positions.

Final results from Saturday's meeting cannot be determined until the Federal District Court for the Western District of Virginia rules with regard to precisely which officers of WLR and their associates were ineligible to vote because they are "interested" shareholders under Virginia law. A hearing is scheduled to commence Thursday, May 26.

According to the independent inspector's preliminary figures, 3,152,834 shares were voted for the proposal; 4,575,774 were voted against and 53,547 abstained. The inspectors appear not to have counted a number of shares, including certain shares that Tyson believes were eligible and which voted for the proposal.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at (501) 290-7232 or Stanley J. Kay, of MacKenzie Partners, Inc. at (212) 929-5940.

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End of Filing

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