

# TYSON FOODS INC

## FORM 8-K (Current report filing)

Filed 12/17/97 for the Period Ending 12/16/97

Address	2200 DON TYSON PARKWAY SPRINGDALE, AR 72762-6999
Telephone	479-290-4000
CIK	0000100493
Symbol	TSN
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	09/30

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) December 10, 1997 **Tyson Foods, Inc.**

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(Exact Name of Registration as Specified in Charter)  
**Delaware**

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(State or Other Jurisdiction of Incorporation)

0-3400

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(Commission File Number)

71-0225164

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(IRS Employer Identification No.)

2210 West Oaklawn Drive, Springdale, Arkansas

72062

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (501) 290-4000

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

## Item 5. Other Events

As previously announced, Tyson Foods, Inc., a Delaware corporation ("Tyson"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 4, 1997, among Tyson, HFI Acquisition Sub Inc., a Delaware corporation and a wholly owned subsidiary of Tyson ("Merger Sub"), and Hudson Foods, Inc., a Delaware corporation ("Hudson"). Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), Hudson will be merged (the "Merger") with and into Merger Sub, with Merger Sub continuing as the surviving corporation and a wholly owned subsidiary of Tyson. At the Effective Time, each outstanding share of Class A Common Stock, par value \$.01 per share, of Hudson ("Hudson Class A Common Stock") and each outstanding share of Class B Common Stock, par value \$.01 per share, of Hudson ("Hudson Class B Common Stock" and, together with Hudson Class A Common Stock, "Hudson Common Stock") will be converted into the right to receive (i) \$8.40 in cash, without interest thereon, and (ii) six-tenths (0.6) of a validly issued, fully paid and nonassessable share Class A Common Stock, par value \$.10 per share, of Tyson ("Tyson Class A Common Stock").

Tyson has filed with the Securities and Exchange Commission a registration statement on Form S-4 (the "Registration Statement") to register under the Securities Act of 1933 the issuance of shares of Tyson Class A Common Stock in the Merger. The Registration Statement was declared effective on December 10, 1997.

Hudson has scheduled a Special Meeting of its stockholders for January 9, 1998 (the "Special Meeting") to vote upon a proposal to approve and adopt the Merger Agreement. As described in the Registration Statement, at the close of business on November 28, 1997, the record date for the determination of the stockholders of Hudson entitled to notice of and to vote at the Special Meeting, James T. Hudson, Chairman and the principal stockholder of Hudson, owned 65,028 shares of Hudson Class A Common Stock and 7,650,000 shares of Hudson Class B Common Stock, or approximately 65% of the voting power of the Hudson Common Stock. Pursuant to the Stock Voting Agreement between Tyson and Mr. Hudson entered into in connection with the Merger Agreement (the "Voting Agreement"), Mr. Hudson has agreed to vote all of the shares of Hudson Common Stock owned by him for the approval and adoption of the Merger Agreement. The Voting Agreement will terminate on the earlier to occur of the effective time of the Merger and the termination of the Merger Agreement in accordance with its terms. As a result, provided Mr. Hudson complies with his obligations under the Voting Agreement and the Voting Agreement is not terminated in accordance with its terms, the approval and adoption of the Merger Agreement are assured and will not require the affirmative vote of any other stockholder of Hudson. It is currently anticipated that the Merger will be consummated shortly after the Special Meeting.

Certain historical financial information regarding Hudson can be found in Hudson's Annual Report on form 10-K for the fiscal year ended September 27, 1997, the relevant portions of which are incorporated by reference herein, and certain pro forma financial information giving effect to the Merger can be found in the Registration Statement, the relevant portions of which are incorporated by reference herein.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Consolidated Financial Statements of Hudson Foods, Inc. included on pages 17 through 29 in the Annual Report on Form 10-K of Hudson Foods, Inc. for the fiscal year ended September 27, 1997 (previously filed with the Commission on December 10, 1997) and incorporated by reference herein.

(b) Pro Forma Combined Condensed Financial Statements of Tyson Foods, Inc. included on pages 43-47 in the Registration Statement on Form S-4 of Tyson Foods, Inc. (File No. 333-41887, filed with the Commission on December 10, 1997) and incorporated by reference herein.

(c) Exhibits

23.1 Consent of Coopers and Lybrand L.L.P.

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### TYSON FOODS, INC.

By: */s/Wayne Britt*

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*Wayne Britt*  
*Executive Vice President*  
*and Chief Financial Officer*

*December 16, 1997*

**EXHIBIT INDEX**

23.1 Consent of Coopers and Lybrand L.L.P.

## EXHIBIT 23.1

### CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference of this Form 8-K of Tyson Foods, Inc. and the registration statement of Tyson Foods, Inc. on Form S-3 (File No. 33-58177) of our report dated November 10, 1997, on our audits of the consolidated financial statements and financial statement schedule of Hudson Foods, Inc. as of September 27, 1997, and September 28, 1996, and for each of the three years in the period ended September 27, 1997, which report is included in the Annual Report on Form 10-K of Hudson Foods, Inc.

Coopers & Lybrand L.L.P.  
Tulsa, Oklahoma  
December 15, 1997

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**End of Filing**

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