

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 08/12/94

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 25)*

WLR Foods, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

929286 10 2
(CUSIP Number)

James B. Blair
Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999
Tel. (501) 290-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notice and Communications)

Copies to:

Leslie A. Grandis, Esq. McGuire, Woods, Battle & Boothe One James Center 901 E. Cary Street Richmond, Virginia 23219 Tel. (804) 775-1000	Lawrence Lederman, Esq. Milbank, Tweed, Hadley & McCloy 1 Chase Manhattan Plaza New York, New York 10005 Tel. (212) 530-5732
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August 10, 1994

(Date of Event which Requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in

Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

SCHEDULE 13D

CUSIP No. 929286 10 2

1 NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER 63
8 SHARED VOTING POWER 600,000
9 SOLE DISPOSITIVE POWER 63
10 SHARED DISPOSITIVE POWER 600,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
600,063

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.37%

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

CUSIP No. 929286 10 2

1 NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WLR Acquisition Corp.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER 600,000

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER 600,000

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
600,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.37%

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

CUSIP No. 929286 10 2

1 NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Tyson Limited Partnership
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER 600,063

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER 600,063

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
600,063

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.37%

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP No. 929286 10 2

1 NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mr. Don Tyson
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER 600,063

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER 600,063

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
600,063

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.37%

14 TYPE OF REPORTING PERSON*

IN

This Statement constitutes Amendment No. 25 to the Statement on Schedule 13D, dated March 4, 1994, as amended, filed by WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), Tyson Foods, Inc., a Delaware corporation ("Tyson"), Tyson Limited Partnership, a Delaware limited partnership and Mr. Don Tyson, relating to their beneficial ownership of shares of Common Stock, no par value (the "Shares"), of WLR Foods, Inc., a Virginia corporation (the "Company").

1. Item 4 is hereby amended to add the following:

"On August 10, 1994, Tyson and the Purchaser announced by way of press release, and notified the Company by way of a letter dated August 10, 1994, that the Purchaser no longer intended to nominate persons for election as directors of the Company at the Company's 1994 Annual Meeting of Stockholders. Copies of such press release and letter are attached hereto as Exhibits 99.51 and 99.52, respectively."

2. Item 7 is hereby amended to add the following:

Item 7. Material to be Filed as Exhibits.

99.51 Tyson Foods, Inc. Press Release, dated August 10, 1994.

99.52 Letter dated August 10, 1994 from WLR Acquisition Corp. to WLR Foods, Inc.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TYSON FOODS, INC.

August 10, 1994

By: /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President, Finance

WLR ACQUISITION CORP.

By: /s/ Gerald Johnston

Name: Gerald Johnston
Title: Vice President

TYSON LIMITED PARTNERSHIP

By: TYSON FOODS, INC.*

By: /s/ Gerald Johnston

Name: Gerald Johnston

DON TYSON

By: TYSON FOODS, INC.*

By: /s/ Gerald Johnston

Name: Gerald Johnston

* Pursuant to Joint Filing Agreement previously filed as Exhibit 99.1 to this Schedule 13D.

Exhibit 99.51

[Tyson logo]

Tyson Foods, Inc.
P.O. Box 2020
Springdale, AR 72765-2020
(501) 290-4000

**TYSON FOODS NOTIFIES WLR FOODS THAT IT HAS OFFICIALLY WITHDRAWN
NOMINATIONS FOR WLR BOARD**

Springdale, Arkansas (August 10, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that it has withdrawn all nominations for candidates which were proposed to be elected at WLR's next annual meeting. Tyson believes that WLR's agreement to acquire certain turkey operations of Cuddy Farms, Inc. for cash and shares representing up to 10.5% of WLR's outstanding stock made the chances extremely unlikely of winning a proxy contest at the annual meeting.

Don Tyson, Chairman of Tyson Foods, emphasized, "It is pointless to pursue the election of our nominees, particularly in light of the fact that this block of 10.5% of WLR shares is to be held in a voting trust for four years and will be required to be voted in accordance with the recommendations of the WLR Board."

Mr. Tyson also commented on the decision issued yesterday by Judge James H. Michael of the U.S. District Court for the Western District of Virginia denying Tyson's motions to have the Virginia anti-takeover statutory "scheme" declared unconstitutional. "We are disappointed that Judge Michael apparently is willing to give the board and management of a Virginia company what in effect amounts to virtual veto power to block any acquisition offer. With the `scorched earth' tactics of the WLR Board and its entrenchment actions at every turn, the Board has sent one clear message to their stockholders: 'The Board, not WLR's stockholders, will decide if, and when, WLR will be sold.'"

Tyson has previously stated, with respect to the 600,063 WLR shares currently owned by Tyson, that, while it reserves the right to maintain this position, it may choose at any time to sell or otherwise dispose of all or any portion of these shares in open market or privately negotiated transactions.

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.

WLR ACQUISITION CORP.
2210 West Oaklawn Drive
Springdale, AR 72764

August 11, 1994

Mr. Delbert Seitz
WLR Foods, Inc.
P.O. Box 7000
Broadway, Virginia 22815

Dear Delbert:

Reference is made to the July 21, 1994 notice from WLR Acquisition Corporation to you with respect to our intention to nominate candidates for election as Directors of WLR Foods, Inc. (the "Company") at the Company's 1994 Annual Meeting of Stockholders.

We hereby inform you that we no longer intend to nominate candidates for election as Directors of the Company at the Company's 1994 Annual Meeting of Stockholders. Accordingly, the above referenced July 21, 1994 notice is hereby withdrawn.

Very truly yours,

/s/ James B. Blair

James B. Blair
President

cc: Sue Ann Vajda

(Cede & Co.)

End of Filing

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