

WLR FOODS INC

Filed by
TYSON FOODS INC

FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 05/18/94

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant //

Filed by a party other than the registrant /X/

Check the appropriate box:

// Preliminary proxy statement

// Definitive proxy statement

/X/ Definitive additional materials

// Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

WLR FOODS, INC.

(Name of Registrant as Specified in Its Charter)

TYSON FOODS, INC.

WLR ACQUISITION CORP.

(Name of Person(s) Filing Proxy Statement)

// \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or
14a-6(j)(2).

// \$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(i)(3).

/X/ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and
0-11.

(1) Title of each class of securities to which transaction applies: Common Stock, no par value

(2) Aggregate number of securities to which transaction applies:

10,367,130 shares

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: \$30.00

(4) Proposed maximum aggregate value of transaction: \$311,013,900.00

Pursuant to, and as provided by, Rule 0-11(c), the filing fee of
\$62,202.78 is based upon 1/50 of 1% of the Transaction Valuation of
the purchase, at \$30.00 per share, net to the seller in cash, of
10,367,130 shares of Common Stock of WLR Foods, Inc., which is equal to

(i) the number of Shares (10,967,193) outstanding as reported in the Quarterly Report on Form 10-Q of WLR Foods, Inc. for the fiscal quarter ended January 1, 1994, minus (ii) the number of Shares (600,063) beneficially owned by WLR Acquisition Corp. and its affiliates on the date hereof.

/X/ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid: \$62,202.78

(2) Form, schedule or registration statement no.: Schedule 14D-1

(3) Filing party: Tyson Foods, Inc. and WLR Acquisition Corp.

(4) Date filed: March 9, 1994

[Letterhead]

May 17, 1994

Dear WLR Shareholder:

On the eve of the election to decide whether Tyson gets to vote its WLR shares just like all other shareholders, consider carefully WLR's May 12th letter.

Hidden within management's "thanks for being loyal" rhetoric is disclosure of a new plan to borrow money and buy back WLR shares if our proposal is turned down and we terminate our offer. This leveraged buyback plan would effectively shrink WLR and its business, thereby diminishing opportunities for its shareholders, employees and growers.

We certainly understand that WLR management is feeling pressure from shareholders based on the glaring probability that WLR shares will not trade anywhere near the \$30 level if Tyson's offer is terminated. The buyback plan might temporarily prop up WLR's share price -- BUT AT WHAT COST?

-HOW COULD WLR AFFORD TO BUY OUT ALL THE INVESTORS WHO WILL UNDOUBTEDLY WANT TO SELL IF THEY SEE NO HOPE OF A DEAL WITH TYSON?

-How much would WLR management have to borrow and spend in order to have any meaningful impact on stock price? FIFTY MILLION DOLLARS? SEVENTY-FIVE MILLION DOLLARS? ONE HUNDRED MILLION DOLLARS?

-WHAT PRICE WOULD THEY PAY? \$30, \$25, \$20, \$17 1/2?

-Who would most likely bail out? The short term investors. The loyal shareholders and producers who are currently hoping for a cash bid or a tax free deal at \$30 or higher will be thanked for their loyalty and offered little else. CLEARLY THOSE OF YOU WHO HAVE BEEN MOST LOYAL MAY END UP SUFFERING THE MOST.

-Most importantly, if WLR borrows millions and spends the money to buy back shares, won't it have to cut back its spending on expansion and investment in its business. DON'T BE FOOLED INTO THINKING THAT WLR CAN BORROW MILLIONS TO BUY BACK SHARES AND CONTINUE TO GROW.

[LOGO]

The millions that WLR will spend buying back shares should instead be invested in WLR -- opening new markets, developing new products, building new plants and selling more poultry. Tyson wants to acquire WLR so that it can make these investments and expand opportunities for all.

WLR is now not merely rejecting Tyson, it is also contemplating a share buyback plan that could severely limit WLR's opportunities for growth. We believe that this is a cynical strategy that needlessly sacrifices the interests of shareholders, employees and growers, while pursuing the interests of management.

MAKE NO MISTAKE: A LEVERAGED BUYBACK WILL SERVE ONE TRUE PURPOSE -- IT WILL

FURTHER ENTRENCH MANAGEMENT BY CONCENTRATING WLR'S SHAREHOLDER BASE.

Isn't it about time WLR and Tyson sat down across the table and tried to negotiate a deal that would please all WLR shareholders? Wouldn't this be better than needlessly shrinking WLR through a leveraged buyback of its shares?

PLEASE REMEMBER WE ARE WILLING TO NEGOTIATE ANY AND ALL TERMS OF OUR OFFER FOR WLR, INCLUDING OUR PROVIDING A TAX FREE ALTERNATIVE. BY VOTING "FOR" YOU ARE NOT OBLIGATING YOURSELF TO SELL YOUR STOCK AT ANY PRICE. WITHOUT A FAVORABLE VOTE WE ARE CONVINCED THAT MANAGEMENT MAY NEVER SIT DOWN AND NEGOTIATE IN GOOD FAITH ON YOUR BEHALF.

**VOTE TO OPEN NEGOTIATIONS
VOTE "FOR" OUR PROPOSAL**

Time is short. Please vote today or come to the meeting and vote in person this Saturday at 1:00 p.m. in the Turner Ashby High School in Bridgewater, Virginia after the conclusion of the poultry festival. We look forward to speaking to those shareholders who are able to attend.

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!

End of Filing

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