

WLR FOODS INC

Filed by
TYSON FOODS INC

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

Filed 08/05/94

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. 23)

(FINAL AMENDMENT)

AND

SCHEDULE 13D

(AMENDMENT NO. 24)

**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)

AF

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. 23 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. 24 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.

Pursuant to Instruction D, the Schedule 14D-1 is hereby amended and supplemented as follows:

On August 4, 1994, the Purchaser terminated the Offer without the purchase of any Shares pursuant thereto. A press release announcing such action is filed as Exhibit 99.50 hereto and incorporated herein by reference.

With respect to the 600,063 Shares beneficially owned by Tyson on the date hereof, Tyson and the Purchaser reserve the right to maintain this position, but 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.

Tyson and the Purchaser have not yet made a determination as to whether to withdraw the notice delivered to the Company by Tyson and the Purchaser with respect to their intention to nominate individuals for election to the Company's Board of Directors at the Company's 1994 Annual Meeting of Shareholders. Such determination will be made based upon a number of factors, including whether the Company's recently announced acquisition of the turkey processing division of Cuddy Farms, Inc. is consummated.

1. Item 11 is hereby amended to add the following:

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

99.50 -- Tyson Foods, Inc. Press Release, dated August 4, 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: August 4, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President,
Finance

Dated: August 4, 1994

EXHIBIT INDEX

Exhibit Page No.

99.50 -- Tyson Foods, Inc. Press Release, dated August 4, 1994.

NEWS RELEASE
TYSON FOODS TERMINATES TENDER OFFER FOR WLR FOODS

SPRINGDALE, ARKANSAS (AUGUST 4, 1994) -- Tyson Foods, Inc. (NASDAQ:TYSNA) announced today that it is terminating its \$30 per share tender offer for all outstanding shares of WLR Foods, Inc. (NASDAQ: WLRF). The tender offer is scheduled to expire at midnight, New York City time, August 5, 1994. Tyson explained that it determined to take this action on the basis of, among other things, WLR's recently announced agreement to acquire the turkey processing division of Cuddy Farms, Inc.

Under the terms of the acquisition agreement, Cuddy will be acquired by WLR for \$42.5 million in cash and approximately \$30.8 million in WLR stock. The WLR stock to be issued to Cuddy, representing up to 10.5% of WLR's outstanding stock, will 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. The stock is also subject to a number of other anti-takeover protections, including a right of first refusal. In addition, Cuddy will be authorized to place a representative on the WLR Board of Directors.

Don Tyson, Tyson's Chairman, commented, "The Cuddy acquisition is clearly part of WLR's "scorched earth" strategy and is the latest demonstration of the extremes to which WLR's management is willing to go in order to resist our acquisition proposal. Based on our review and understanding of the transaction and its terms, WLR is overpaying for the Cuddy business to perpetuate the Board's control over WLR. In our view, WLR could have effected the Cuddy acquisition for less consideration if WLR's directors had not required Cuddy to turn over its voting rights to WLR's directors for the WLR shares that Cuddy is to receive."

"It's unfortunate", Mr. Tyson added, "that the WLR Board consistently refused to meet with Tyson and never permitted WLR shareholders to have a fair and meaningful opportunity to accept or reject our \$30 per share offer."

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With respect to the 600,063 WLR shares currently owned by Tyson, Tyson stated 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.

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