

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **1994-04-15**
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SUBJECT COMPANY

WLR FOODS INC

CIK: **760775** | IRS No.: **541295923** | State of Incorpor.: **VA** | Fiscal Year End: **0630**
Type: **SC 14D9/A** | Act: **34** | File No.: **005-39722** | Film No.: **94522852**
SIC: **2015** Poultry slaughtering and processing

Mailing Address
800 CO OP DRIVE
TIMBERVILLE VA 22853

Business Address
P O BOX 7000
BROADWAY VA 22815
7038674001

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 8)

Solicitation/Recommendation Statement Pursuant to
Section 14(d) (4) of the Securities Exchange Act of 1934

WLR FOODS, INC.
(Name of Subject Company)

WLR FOODS, INC.
(Name of Person(s) Filing Statement)

Common Stock, No Par Value
(including the associated preferred stock purchase rights)
(Title of Class of Securities)

929286 10 2
(CUSIP Number of Class of Securities)

Delbert L. Seitz
Chief Financial Officer
WLR Foods, Inc.
P.O. Box 7000
Broadway, Virginia 22815
(703) 896-7001
(Name, address and telephone number of person authorized
to receive notice and communications on behalf of the
person(s) filing statement)

Copies to:

Neil T. Anderson, Esq.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

John W. Flora, Esq.
Wharton, Aldhizer & Weaver
100 South Mason Street
Harrisonburg, Virginia 22801

This Amendment No. 8 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, dated March 14, 1994, as amended (the "Schedule 14D-9"), filed by WLR Foods, Inc., a Virginia corporation (the "Company"), relating to the tender offer disclosed in the Schedule 14D-1, dated March 9, 1994, as amended (the "Schedule 14D-1"), of the bidder, Tyson Foods, Inc., a Delaware corporation (the "Bidder"), to, through its wholly-owned subsidiary, WLR Acquisition Corp., purchase all of the outstanding Shares upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 9, 1994, and the related Letter of Transmittal (together, the "Offer"). Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-9.

Item 8. Additional Information to be Furnished.

Item 8(c) is hereby amended and supplemented by adding thereto the following:

On April 14, 1994, the Bidder delivered a control share acquisition statement to the Company and requested a special meeting of the Company's shareholders for the purpose of considering a proposal to grant full voting rights to the Shares to be acquired by the Bidder or its "associates" (as defined in the Virginia Control Share Acquisitions Statute) pursuant to the Offer. The Company is reviewing the adequacy of the Bidder's request under Virginia law. Pursuant to the Company's bylaws, assuming such request complies with Virginia law, the record date for such special meeting is April 14, 1994, the date on which the Bidder requested such special meeting. The Company expects to announce the date of the meeting not later than April 24, 1994.

Item 9. Material to be Filed as Exhibits.

Item 9 is hereby amended and supplemented by adding thereto the following:

Exhibit 25 -- Press Release, dated April 15, 1994.

SIGNATURE

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.

Dated: April 15, 1994

WLR FOODS, INC.

By: /s/ James L. Keeler
Name: James L. Keeler
Title: President and Chief
Executive Officer

[WLR Foods, Inc. Letterhead]

FOR IMMEDIATE RELEASE

CONTACT: Gail Price, Director of
Corporate Communication

PHONE: (703) 896-0403

WLR FOODS REVIEWS REQUEST

Broadway, Virginia, April 15, 1994 -- WLR Foods Inc. today announced that on April 14, 1994, it received a formal request from Tyson Foods Inc. and its newly created subsidiary, WLR Acquisition Corp., to call a Special Meeting of WLR Foods Shareholders to consider a proposal whether or not to grant Tyson voting rights on any WLR Foods shares it may acquire. Tyson's request was made pursuant to the Virginia Control Share Acquisition Statute.

Tyson's request is part of its ongoing effort to take control of WLR Foods and one of many conditions to Tyson's \$30 hostile tender offer to purchase all outstanding shares of WLR Foods Inc. common stock. WLR Foods board of directors has unanimously rejected Tyson's offer as inadequate.

The company is reviewing the adequacy of Tyson's request under Virginia law. If Tyson's request complies with Virginia law, WLR Foods shareholders of record at the close of business on April 14, 1994 are entitled to notice of and to vote at the Special Meeting of Shareholders. WLR Foods will announce the date of the special meeting shortly.

WLR Foods is a fully integrated provider of high quality turkey and chicken products primarily under the Wampler-Longacre(r) label and retail ice under the Cassco(r) label. This Fortune 500 company, with current annual revenues of over \$700 million, exports to more than 40 countries and has processing operations in Virginia, West Virginia and Pennsylvania, close to its major mid-Atlantic markets.