

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-05-17**
SEC Accession No. **0000912057-94-001794**

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SUBJECT COMPANY

WLR FOODS INC

CIK: **760775** | IRS No.: **541295923** | State of Incorpor.: **VA** | Fiscal Year End: **0630**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-39722** | Film No.: **94529183**
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

TYSON FOODS INC

CIK: **100493** | IRS No.: **710225165** | State of Incorpor.: **DE** | Fiscal Year End: **0930**
Type: **SC 14D1/A**
SIC: **2015** Poultry slaughtering and processing

Mailing Address
P O BOX 2020
P O BOX 2020
SPRINGDALE AR 72765-2020

Business Address
2210 W OAKLAWN DR
SPRINGDALE AR 72764
5012904000

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 13)

AND

SCHEDULE 13D

(AMENDMENT NO. 14)

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

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Milbank, Tweed, Hadley & McCloy

901 East Cary Street
Richmond, Virginia 23219
Telephone: (804) 775-4322

1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000

=====
CUSIP No. 929286 10 2

14D-1

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

CUSIP No. 929286 10 2

14D-1

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)

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

600,000 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

CUSIP No. 929286 10 2 14D-1

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

CUSIP No. 929286 10 2 14D-1

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. 13 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. 14 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.

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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) 99.34 -- Letter to Shareholders of WLR Foods, Inc.
from Tyson Foods, Inc., dated May 17, 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: May 17, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston

Title: Executive Vice President,
Finance

Dated: May 17, 1994

EXHIBIT INDEX

99.34 Letter to Shareholders of WLR Foods, Inc.
from Tyson Foods, Inc., dated May 17, 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!
