

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1997-03-10**  
SEC Accession No. **0000950129-97-000966**

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### SUBJECT COMPANY

#### ENVIRODYNE INDUSTRIES INC

CIK: **33073** | IRS No.: **952677354** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-07886** | Film No.: **97554076**  
SIC: **3089** Plastics products, nec

Business Address  
701 HARGER ROAD STE 190  
OAK BROOK IL 60521  
7085718800

### FILED BY

#### ZAPATA CORP

CIK: **109177** | IRS No.: **741339132** | State of Incorporation: **DE** | Fiscal Year End: **0930**  
Type: **SC 13D/A**  
SIC: **2070** Fats & oils

Mailing Address  
1717 ST JAMES PLACE  
P.O. BOX 4240 SUITE 550  
HOUSTON TX 77210-4240

Business Address  
1717 ST. JAMES PLACE,  
SUITE 550  
P.O. BOX 4240  
HOUSTON TX 77056  
7139406100

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934\*  
(Amendment No. 2)

ENVIRODYNE INDUSTRIES, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

294037205

-----  
(CUSIP Number)

Joseph L. von Rosenberg III  
Executive Vice President, General Counsel and Corporate Secretary  
ZAPATA CORPORATION  
1717 St. James Place, Suite 550  
Houston, Texas 77056  
(713) 940-6100

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

March 5, 1997

-----  
(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 / /.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page should be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- (1) Name of Reporting Person  
S.S. or I.R.S. Identification Nos. of Above Person
- Zapata Corporation  
C-74-1339132
- (2) Check the Appropriate Box if a Member of a Group  
(a)  [ ]  
(b)  [x]
- (3) SEC Use Only
- (4) Source of Funds  
OO, WC
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  
[ ]
- (6) Citizenship or Place of Organization  
Delaware
- |              |      |                          |           |
|--------------|------|--------------------------|-----------|
| Number of    | (7)  | Sole Voting Power        | 5,877,304 |
| Shares Bene- | (8)  | Shared Voting Power      | -0-       |
| fici-ally    | (9)  | Sole Dispositive Power   | 5,877,304 |
| Owned by     | (10) | Shared Dispositive Power | -0-       |
| Each Report- |      |                          |           |
| ing Person   |      |                          |           |
| With         |      |                          |           |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
5,877,304
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
[ ]
- (13) Percent of Class Represented by Amount in Row (11)  
40.0%
- (14) Type of Reporting Person  
CO

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INTRODUCTORY NOTE.

This Amendment No. 2 to Schedule 13D is being filed on behalf of Zapata Corporation, a Delaware corporation ("Zapata") to update certain information set forth in the Schedule 13D of Envirodyne Industries, Inc. (the "Issuer") originally filed by Zapata on August 17, 1995, as amended by Amendment No. 1 to Schedule 13D filed on June 21, 1996.

ITEM 2. IDENTITY AND BACKGROUND.

Appendix A to Amendment No. 1 to Schedule 13D, containing information with respect to executive officers and directors of Zapata is hereby amended and

superseded in its entirety by Appendix A hereto and is incorporated herein by reference. Each such executive officer and director is a citizen of the United States.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 to the Schedule 13D is hereby supplemented as follows:

By letter dated March 5, 1997, Avram A. Glazer, President and Chief Executive Officer of Zapata and a director of the Issuer, asked F. Edward Gustafson, Chairman of the Board of the Issuer, to pass on to the Issuer's nominating committee a recommendation that the nominating committee ask Craig Davis whether he would be willing to be included on the slate of nominees of the Issuer's board of directors. Zapata understands that Craig Davis is a representative of Bennett Restructuring Fund, L.P., a significant stockholder of the Issuer.

In his March 5, 1997 letter to Mr. Gustafson, Avram A. Glazer also referred to a letter from Mr. Gustafson dated February 17, 1997 to Malcolm I. Glazer and Avram A. Glazer, in which Mr. Gustafson had asserted that Malcolm I. Glazer and Avram A. Glazer had made a "demand to nominate three new director candidates to displace three existing directors," and stated that "without a discussion of the sale of all of Envirodyne, the Board will not acquiesce to your demand." Mr. Gustafson had further advised Malcolm I. Glazer and Avram A. Glazer in his February 17, 1997 letter that the "Board is very willing to entertain" a tender offer by Zapata for the shares of Envirodyne that Zapata does not own, and that "[i]f an offer is not forthcoming, the Board will likely seek a standstill agreement if you are to be re-nominated by the Board." Avram A. Glazer previously responded to Mr. Gustafson, by letter dated February 27, 1997, that he had not made any demand, either on behalf of Zapata or himself, and stated that "[a]ll that I asked you, not the nominating committee, to do was consider and give me your reaction to an increase by three in the number of board positions to be filled by designees of Zapata." In his March 5, 1997 letter to Mr. Gustafson, Avram A. Glazer reiterated that Mr. Gustafson's February 27, 1997 letter contains an inaccurate premise - that a "demand" for additional representation was made, and stated that "[a]s a result, we assume that you will not follow through with your threat to deprive a 40% stockholder of representation on the board." Avram A. Glazer requested that Mr. Gustafson inform Zapata immediately if this assumption is not correct.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number	Document Description
99.1	- Letter dated February 27, 1997.
99.2	- Letter dated March 5, 1997.

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After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 10, 1997.

ZAPATA CORPORATION

By: /S/ JOSEPH L. VON ROSENBERG III

-----  
Name: Joseph L. von Rosenberg III  
Title: Executive Vice President, General  
Counsel and Corporate Secretary

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APPENDIX A

<TABLE>  
<CAPTION>

Name and Residence or  
Business Address  
-----

Principal Occupation or  
Employment and Position  
with Zapata  
-----

<S>

Malcolm I. Glazer  
1482 South Ocean Boulevard  
Palm Beach, Florida 33480

<C>

Self-employed, private investor and owner of the Tampa Bay Buccaneers, a National Football League franchise. Director and Chairman of the Board of Zapata.

Avram A. Glazer  
18 Stoney Clover Lane  
Pittsford, New York, 14534

Employed by Malcolm I. Glazer and a number of entities owned and controlled by Malcolm I. Glazer. Director and President and Chief Executive Officer of Zapata.

Ronald C. Lassiter  
Zapata Protein, Inc.  
1717 St. James Place, Suite 550  
Houston, Texas 77056

Chairman and Chief Executive Officer of Zapata Protein, Inc., a subsidiary of Zapata. Director of Zapata.

Robert V. Leffler, Jr.  
2607 North Charles Street  
Baltimore, Maryland 21218

Owner of the Leffler Agency, an advertising and marketing/public relations firm based in Baltimore, Maryland. Director of Zapata.

Joseph L. von Rosenberg III  
Zapata Corporation  
1717 St. James Place, Suite 550  
Houston, Texas 77056

Executive Vice President, General Counsel and Corporate Secretary of Zapata.

Robert A. Gardiner  
Zapata Corporation  
1717 St. James Place, Suite 550  
Houston, Texas 77056

Chief Financial Officer of Zapata.

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EXHIBIT INDEX

Exhibit Number	Document Description
-----	-----
99.1	- Letter dated February 27, 1997.
99.2	- Letter dated March 5, 1997.

[Zapata Letterhead]

February 27, 1997

Mr. F. Edward Gustafson  
Chairman of the Board  
Envirodyne Industries, Inc.  
Suite 190  
701 Harger Road  
Oak Brook, Illinois 60521

Dear Ed:

I have received your February 17 letter and thought I should clear up an obvious misunderstanding. I did not make any demand, either on behalf of Zapata or myself. All that I asked you, not the nominating committee, to do was consider and give me your reaction to an increase by three in the number of board positions to be filled by designees of Zapata. I did not ask you to take any proposal, much less a demand, to the nominating committee or to the rest of the board, as was apparently done. When you called Malcolm on Friday, February 14 and told him that the nominating committee had rejected what you termed my "proposal," you did not use the word demand or refer to a meeting of all the members of the board excluding us. I trust this sets the record straight.

On a related point, it seems inappropriate for any member of the nominating committee with a potentially conflicting interest in the matter to participate on any question concerning Zapata.

Very truly yours,

/s/ AVRAM A. GLAZER

Avram A. Glazer

[Zapata Letterhead]

March 5, 1997

Mr. F. Edward Gustafson  
Chairman of the Board  
Envirodyne Industries, Inc.  
Suite 190  
701 Hanger Road  
Oak Brook, Illinois 60521

Dear Ed:

This is an additional follow up to your letter to Malcolm Glazer and me dated February 17, 1997.

As stated in my letter dated February 27, 1997, your letter of February 17 contains an inaccurate premise - that we made a "demand" for additional representation on the board. As a result, we assume that you will not follow through with your threat to deprive a 40% stockholder of representation on the board. Let us know if this assumption is not correct. Furthermore, we are puzzled by your attribution of various views and positions to "the Board" since there has not been any duly called board meeting at which the matters to which you refer have been discussed.

We also ask that you pass on to the nominating committee our recommendation that they ask Craig Davis of Bennett Restructuring Fund, L.P., a significant Envirodyne stockholder, whether he would be willing to be included on the slate of the board's nominees.

Very truly yours,

/s/ AVRAM A. GLAZER

Avram A. Glazer