

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEFC14A

Definitive proxy statement in connection with contested solicitations

Filing Date: **1994-04-15**  
SEC Accession No. **0000912057-94-001373**

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### SUBJECT COMPANY

#### WLR FOODS INC

CIK: **760775** | IRS No.: **541295923** | State of Incorpor.: **VA** | Fiscal Year End: **0630**  
Type: **DEFC14A** | Act: **34** | File No.: **000-17060** | Film No.: **94522935**  
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: **DEFC14A**  
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

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

/ / Definitive additional materials

/X/ 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