

Edgar Filing: IBP INC - Form SC TO-T

IBP INC
Form SC TO-T
July 05, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1) OR 13(E) (1) OF
THE SECURITIES EXCHANGE ACT OF 1934

IBP, INC.
(NAME OF SUBJECT COMPANY)

LASSO ACQUISITION CORPORATION
TYSON FOODS, INC.
(NAME OF FILING PERSONS-OFFEROR)

COMMON STOCK, PAR VALUE \$0.05 PER SHARE
(TITLE OF CLASS OF SECURITIES)

449223106
(CUSIP NUMBER OF CLASS OF SECURITIES)

LES R. BALEDGE
TYSON FOODS, INC.
2210 WEST OAKLAWN DRIVE
SPRINGDALE, ARKANSAS 72762-6999
TELEPHONE: (501) 290-4000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

COPIES TO:
MEL M. IMMERGUT
LAWRENCE LEDERMAN
MILBANK, TWEED, HADLEY & MCCLOY LLP
ONE CHASE MANHATTAN PLAZA
NEW YORK, NEW YORK 10005
TELEPHONE: (212) 530-5732

CALCULATION OF FILING FEE

TRANSACTION VALUATION* AMOUNT OF FILING FEE
\$1,579,978,050 \$315,995.61

* Estimated for purposes of calculating the amount of the filing fee only.

The amount assumes the purchase of a total of 52,665,935 shares of the outstanding common stock, par value \$0.05 per share (the "Shares"), of IBP, inc., at a price per Share of \$30.00 in cash. Such number of Shares, together with the 574,200 shares owned by Tyson Foods, Inc., represents 50.1% of the 106,267,735 Shares of IBP, inc. outstanding as of June 29, 2001 (as disclosed by IBP, inc. in its Solicitation/Recommendation Statement on Schedule 14D-9 filed July 3, 2001).

Amount Previously Paid: \$314,122.47	Filing Party: Tyson Foods, Inc. (Offeror Parent) and Lasso Acquisition Corporation
Form or Registration No.: Schedule TO	Date Filed: December 12, 2000, December 29, 2000 and January 2, 2001

ITEMS 1 THROUGH 11.

ITEM 12. EXHIBITS.

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- (a) (1) Offer to Purchase dated July 3, 2001.
- (a) (2) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number Substitute Form W-9).
- (a) (3) Notice of Guaranteed Delivery.
- (a) (4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a) (5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a) (6) Form of summary advertisement dated July 3, 2001.
- (a) (7) Joint press release issued by Tyson and the Company dated June 27, 2001.*
- (a) (8) Joint press release issued by Tyson and the Company dated June 28, 2001.*
- (d) (1) Confidentiality Agreement between Tyson and the Company dated December 4, 2000 (incorporated by reference to Exhibit (d) (1) to the Schedule TO of Purchaser and Tyson filed on December 4, 2000).
- (d) (2) Confidentiality Agreement between the Company and Tyson dated December 18, 2000 (incorporated by reference to Exhibit (d) (6) to Amendment No. 9 to the Schedule TO of Purchaser and Tyson filed on January 5, 2001).
- (d) (3) Agreement and Plan of Merger among the Company, Tyson and Purchaser dated as of January 1, 2001 (incorporated by reference to Exhibit (d) (4) to Amendment No. 9 to the Schedule TO of Purchaser and Tyson filed on January 5, 2001).
- (d) (4) Voting Agreement by and between Tyson Limited Partnership and the Company dated as of January 1, 2001 (incorporated by reference to Exhibit (d) (5) to Amendment No. 9 to the Schedule TO of Purchaser and Tyson filed on January 5, 2001).
- (d) (5) Stipulation and Order dated June 27, 2001, IBP, INC. V. TYSON FOODS, INC., C.A. No. 18373, Chancery of the State of Delaware.
- (d) (6) Letter of Tyson Limited Partnership dated June 27, 2001.

* Previously filed.

2.1

SIGNATURE

AFTER DUE 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.

TYSON FOODS, INC .

/S/ LES R. BALEDGE

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LES R. BALEDGE, EXECUTIVE VICE
PRESIDENT AND GENERAL COUNSEL
JULY 3, 2001

LASSO ACQUISITION CORPORATION

/S / LES R. BALEDGE

LES R. BALEDGE, EXECUTIVE VICE
PRESIDENT
JULY 3, 2001

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EXHIBIT INDEX

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