

Edgar Filing: IBP INC - Form SC TO-T

IBP INC  
Form SC TO-T  
July 05, 2001

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

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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)

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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.



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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.

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\* 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

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

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EXHIBIT INDEX

EXHIBIT NO.

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