IBP INC
Form SC TO-T/A
January 25, 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

(AMENDMENT NO. 15)

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 BALEDGE
TYSON FOODS, INC.
2210 West Oaklawn Drive
Springdale, Arkansas 72762
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
$1,570,612,320	$314,122.47

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

The amount assumes the purchase of a total of 52,353,744 shares of the outstanding common stock, par value $0.05 per share, 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 approximately 50.1% of the 105,644,598 Shares of IBP, inc. outstanding as of December 28, 2000 (as represented by IBP, inc. in the Agreement and Plan of Merger, dated January 1, 2001, by and between Tyson Foods, Inc., Lasso Acquisition Corporation, and IBP, inc.).

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:
[ ] third-party tender offer subject to Rule 14d-1.
[ ] issuer tender offer subject to Rule 13e-4.
[ ] going-private transaction subject to Rule 13e-3.
[ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. [ ]

AMENDMENT NO. 15 TO TENDER OFFER STATEMENT

This Amendment No. 15 to the Tender Offer Statement on Schedule TO as the same may have been amended from time to time (as amended hereby, the "Schedule TO") relates to the offer by Lasso Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Tyson Foods, Inc. ("Tyson") to purchase the number of outstanding shares of common stock, par value $0.05 per share (the "Shares"), of IBP, inc., a Delaware corporation ("Company"), which, together with the Shares owned by Tyson, constitutes 50.1% of the outstanding Shares at $30.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Supplement No. 1 to the Offer to Purchase, dated January 5, 2001 (as amended, the "Supplement Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). On January 25, 2001, Tyson issued a press release announcing that the Offer would expire at 12:00 midnight, New York City time, on Wednesday, February 7, 2001, unless the Offer is extended. Attached hereto as Exhibit (a)(25) is the press release and the information contained therein is incorporated herein by reference.

Except as amended below, the information set forth in the Supplement Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 11 of this Schedule TO.

Items 1 through 11.

The Offer, proration period and withdrawal rights will expire at 12:00 midnight, New York City time, on Wednesday, February 7, 2001, unless the Offer

is extended. All references in the Supplement Offer to Purchase to "Tuesday, January 16, 2001" are hereby amended and restated to refer to "Wednesday, February 7, 2001".

Item 12. Exhibits.

(a)(1) Offer to Purchase dated December 12, 2000.*
(a)(2) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on 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 December 12, 2000.*
(a)(7) Press Release issued by Tyson dated December 11, 2000.*
(a)(8) Tyson Conference call dated December 12, 2000.*
(a)(9) Press Release issued by Tyson dated December 12, 2000.*
(a)(10) Tyson Presentation delivered December 14, 2000.*
(a)(11) Press Release issued by Tyson dated December 19, 2000.*
(a)(12) Tyson Presentation delivered December 19, 2000.*
(a)(13) Press Release issued by Tyson dated December 28, 2000.*
(a)(14) Press Release issued by Tyson dated January 1, 2001.*
(a)(15) Tyson Conference call dated January 2, 2001.*
(a)(16) Supplement to the Offer to Purchase dated January 5, 2001.*
(a)(17) Letter of Transmittal to the Supplement (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(18) Notice of Guaranteed Delivery to the Supplement.*
(a)(19) Tyson Letter to IBP stockholders dated January 5, 2001.*
(a)(20) Revised Tyson Letter to IBP stockholders dated January 5, 2001.*
(a)(21) Tyson Shareholder Meeting dated January 12, 2001.*
(a)(22) Press Release issued by Tyson dated January 12, 2001.*
(a)(23) Credit Agreement by and among Tyson Foods, Inc. and certain lenders party thereto, dated as of January 12, 2001. *
(a)(24) Press Release issued by Tyson dated January 17, 2001. *
(a)(25) Press Release issued by Tyson dated January 25, 2001.
(d)(1) Confidentiality Agreement between Parent and the Company dated December 4, 2000.*
(d)(2) Proposed form of Merger Agreement to be entered into by and among Tyson, Purchaser and the Company.*
(d)(3) Revised Merger Agreement, executed by Tyson.*
(d)(4) Agreement and Plan of Merger dated as of January 1, 2001 among IBP, inc., Tyson Foods, Inc. and Lasso Acquisition Corporation.*
(d)(5) Voting Agreement by and between Tyson Limited Partnership and IBP, inc. dated as of January 1, 2001.*
(d)(6) Confidentiality Agreement between the Company and Parent dated December 18, 2000.*

* Previously filed.

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 BALEDGE

(Signature)
Les Baledge, Executive Vice President and General Counsel

(Name and Title)
January 25, 2001

(Date)

LASSO ACQUISITION CORPORATION
/s/ LES BALEDGE

(Signature)
Les Baledge, Executive Vice President

(Name and Title)
January 25, 2001

(Date)

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