

TYSON FOODS INC
Form 8-A12B
August 05, 2014

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Tyson Foods, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2200 Don Tyson Parkway

Springdale, Arkansas
(Address of principal executive offices)

71-0225165
(I.R.S. Employer
Identification Number)

72762-6999
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 4.75% Tangible Equity Units | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-197661**

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Tyson Foods, Inc. (the Registrant) registers hereunder its 4.75% Tangible Equity Units (the Units), each with a stated amount of \$50. For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of the Units on pages S-85 through S-89 and Description of Units on page 21 of the Registrant's prospectus supplement dated July 30, 2014 relating to the Units and accompanying prospectus, filed with the Securities and Exchange Commission (SEC) on July 31, 2014 (Registration No. 333-197661) (the Units Prospectus). Each Unit is composed of a prepaid stock purchase contract and a senior amortizing note. For a description of the stock purchase contract, reference is made to the information under the headings Description of the Purchase Contracts on pages S-90 through S-108, Description of Common Stock on page S-122 and Description of Purchase Contracts on page 20 of the Units Prospectus. For a description of the senior amortizing note, reference is made to the information under the headings Description of the Amortizing Notes on pages S-109 through S-121 and Description of Debt Securities on pages 6 through 18 of the Units Prospectus. Each such description referred to above, and the Units Prospectus, is hereby incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

Reference is hereby made to the attached Exhibit Index, which is incorporated herein by reference.

Signatures

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

TYSON FOODS, INC.

Date: August 5, 2014

By: /s/ R. Read Hudson

Name: R. Read Hudson

Title: Vice President, Associate General Counsel and
Secretary

EXHIBIT INDEX

Exhibit

| Number | Description of Exhibit |
|---------------|---|
| 3.1 | Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 1998) |
| 3.2 | Fifth Amended and Restated By-laws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed for the period ended June 29, 2013) |
| 4.1 | Indenture, dated as of June 1, 1995, between the Company and The Bank of New York Mellon Trust Company N.A. (as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank, N.A.)) (incorporated herein by reference to Exhibit 4 to the Company's Registration Statement on Form S-3 (No. 333-42525) filed with the SEC on December 18, 1997) |
| 4.2 | Supplemental Indenture, dated as of August 5, 2014, by and among the Registrant, as issuer, Tyson Fresh Meats, Inc., as subsidiary guarantor and The Bank of New York Mellon Trust Company N.A., as trustee (including form of amortizing note).* |
| 4.3 | Purchase Contract Agreement among the Registrant, The Bank of New York Mellon Trust Company N.A., as purchase contract agent and attorney-in-fact for the holders, and as trustee (including form of unit and form of purchase contract).* |
| 99.1 | Prospectus supplement dated July 30, 2014 relating to the Units and accompanying prospectus dated July 28, 2014 filed on July 31, 2014 (Registration No. 333-197661) (incorporated herein by reference). |

* To be filed as an exhibit to a Current Report on Form 8-K and incorporated by reference herein.