

TYSON FOODS, INC.
Form 424B5
February 13, 2019
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Filed pursuant to Rule 424(b)(5)
Registration File No.: 333-217775

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, as amended, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities in any jurisdiction where the offer or sale is not permitted and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated February 13, 2019

Preliminary prospectus supplement

(To prospectus dated May 8, 2017)

Tyson Foods, Inc.

\$ % Senior Notes due 20
\$ % Senior Notes due 20
\$ 5.100% Senior Notes due 2048

We are offering \$ aggregate principal amount of % Senior Notes due 20 (the 20 notes), \$ aggregate principal amount of % Senior Notes due 20 (the 20 notes) and \$ aggregate principal amount of 5.100% Senior Notes due 2048 (the 2048 notes and, together with the 20 notes and 20 notes, the notes).

The 2048 notes offered hereby constitute a further issuance of the 5.100% Senior Notes due 2048, of which \$500,000,000 aggregate principal amount was issued on September 28, 2018 (the Existing 2048 Notes). The 2048 notes offered hereby will form a single series with, and have the same terms as, the Existing 2048 Notes (other than the initial offering price and the issue date). Upon settlement, the 2048 notes offered hereby will have the same CUSIP number and will trade interchangeably with the Existing 2048 Notes. Immediately after giving effect to the issuance of the 2048 notes offered hereby, we will have \$ aggregate principal amount of 5.100% Senior Notes

due 2048 outstanding.

We will pay interest on the 20 notes and 20 notes semiannually on and of each year, commencing on , 2019, and we will pay interest on the 2048 notes semiannually on March 28 and September 28 of each year, commencing on March 28, 2019. The 20 notes and the 20 notes will mature on and , respectively. The 2048 notes will mature on September 28, 2048. We may redeem some or all of the notes at any time and from time to time at the applicable redemption prices described herein.

The notes will be our senior unsecured obligations and will rank equally with all of our other existing and future senior unsecured indebtedness from time to time outstanding, including all other senior notes issued under the indenture. Each series of notes will be issued only in registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof. The notes will not be listed on any securities exchange.

Investing in our notes involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement.

	<i>Per</i>	<i>Total</i>	<i>Per</i>	<i>Total</i>	<i>Per</i>	<i>Total</i>
	<i>20 Note</i>	<i>for</i>	<i>20 Note</i>	<i>for</i>	<i>2048 Note</i>	<i>for</i>
		<i>20 Notes</i>		<i>20 Notes</i>		<i>2048 Notes</i>
<i>Price to Public (1)(2)</i>						
<i>Underwriting Discounts and Commissions</i>						
<i>Proceeds to Company</i>						

(1) Plus accrued interest from, and including, , 2019, if settlement occurs after that date.

(2) Plus in the case of the 2048 notes, accrued interest from September 28, 2018 to, but excluding, the settlement date for the 2048 notes, totaling \$. Such accrued interest must be paid by the purchasers of the 2048 notes, in connection with the settlement of this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to purchasers on or about , 2019.

Joint Book-Running Managers

Morgan Stanley

BofA Merrill Lynch

Barclays

RBC Capital Markets

Goldman Sachs & Co. LLC

The date of this prospectus supplement is

, 2019

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission using a shelf registration process.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering.

Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, our notes and other information you should know before investing. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under **Where You Can Find More Information** in this prospectus supplement before investing in our notes.

Neither we nor the underwriters have authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, in this prospectus supplement the words **the Company**, **Tyson**, **we**, **us**, and **our** refer to Tyson Foods, Inc. and not to any of its subsidiaries.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC's website at <http://www.sec.gov>. Our Class A common stock is listed and traded on the New York Stock Exchange, or NYSE. You may also inspect the information we file with the SEC at the NYSE's offices at 20 Broad Street, New York, New York 10005. Information about us, including certain SEC filings, is also available at our website at <http://ir.tyson.com>. However, the information on our website is not a part of this prospectus supplement or the accompanying prospectus.

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus the information in other documents that we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated or deemed to be incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus supplement and the accompanying prospectus.

We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to the termination of the offering under this prospectus supplement and the accompanying prospectus (provided, however, that we are not incorporating, in each case, any documents or information deemed to have been furnished and not filed in accordance with SEC rules):

Our Annual Report on Form 10-K for the fiscal year ended September 29, 2018;

Our Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2018;

The information included in our Definitive Proxy Statement on Schedule 14A filed on December 20, 2018 that are specifically incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended September 29, 2018;

Our Current Reports on Form 8-K filed with the SEC on October 5, 2018, November 30, 2018, December 6, 2018 and February 12, 2019; and

Our Registration Statement on Form 8-A dated October 14, 1997.

You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference into this prospectus supplement and the accompanying prospectus (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Investor Relations Department

Tyson Foods, Inc.

2200 West Don Tyson Parkway

Springdale, AR 72762-6999

(479) 290-4524

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This prospectus contains or incorporates by reference a number of forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words may, could, would, should, believe, expect, plan, estimate, target, project, intend and similar expressions. Such forward-looking statements include, but are limited to, current views and estimates of our outlook for fiscal 2019, other future economic circumstances, industry conditions in domestic and international markets, our performance and financial results (e.g., debt levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy). These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Among the factors that may cause actual results and experiences to differ from anticipated results and expectations expressed in such forward-looking statements are the following: (i) fluctuations in the cost and availability of inputs and raw materials, such as live cattle, live swine, feed grains (including corn and soybean meal) and energy; (ii) market conditions for processed products, including competition from other global and domestic food processors, supply and pricing of competing products and alternative proteins and demand for alternative proteins; (iii) outbreak of a livestock disease (such as avian influenza (AI) or bovine spongiform encephalopathy (BSE)), which could have an adverse effect on livestock we own, the availability of livestock we purchase, consumer perception of certain protein products or our ability to access certain domestic and foreign markets; (iv) the integration of acquisitions; (v) the effectiveness of our financial fitness program; (vi) the implementation of an enterprise resource planning system; (vii) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (viii) changes in availability and relative costs of labor and contract growers and our ability to maintain good relationships with employees, labor unions, contract growers and independent producers providing us livestock; (ix) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (x) changes in consumer preference and diets and our ability to identify and react to consumer trends; (xi) effectiveness of advertising and marketing programs; (xii) our ability to leverage brand value propositions; (xiii) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xiv) impairment in the carrying value of our goodwill or indefinite life intangible assets; (xv) compliance with and changes to regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws, agricultural laws and occupational, health and safety laws; (xvi) adverse results from litigation; (xvii) cyber incidents, security breaches or other disruptions of our information technology systems; (xviii) our ability to make effective acquisitions or joint ventures and successfully integrate newly acquired businesses into existing operations; (xix) risks associated with our commodity purchasing activities; (xx) the effect of, or changes in, general economic conditions; (xxi) significant marketing plan changes by large customers or loss of one or more large customers; (xxii) impacts on our operations caused by factors and forces beyond our control, such as natural disasters, fire, bioterrorism, pandemics or extreme weather; (xxiii) failure to maximize or assert our intellectual property rights; (xxiv) our participation in a multiemployer pension plan; (xxv) the Tyson Limited Partnership's ability to exercise significant control over the Company; (xxvi) effects related to changes in tax rates, valuation of deferred tax assets and liabilities, or tax laws and their interpretation; (xxvii) volatility in capital markets or interest rates; (xxviii) risks associated with our failure to integrate Keystone Foods operations or to realize the targeted cost savings, revenues and other benefits of the acquisition; and (xxix) those factors listed under Item 1A. Risk Factors included in our Annual Report filed on Form 10-K for the year ended September 29, 2018, in our Quarterly Report filed on Form 10-Q for the three months ended

December 29, 2018, and subsequently filed Current Reports on Form 8-K. You should refer to the Risk Factors section of this prospectus supplement and

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the accompanying prospectus and to the Company's periodic and current reports filed with the SEC for specific risks which would cause actual results to be significantly different from those expressed or implied by these forward-looking statements. It is not possible to identify all of the risks, uncertainties and other factors that may affect future results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, readers of this prospectus supplement and the accompanying prospectus are cautioned not to place undue reliance on the forward-looking statements.

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SUMMARY

This summary highlights selected information contained elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary may not contain all the information that you should consider before investing in our notes. You should carefully read the entire prospectus supplement and the accompanying prospectus, including the section entitled Risk Factors, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and our consolidated financial statements and related notes incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.

OUR COMPANY

We are one of the world's largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under three generations of family leadership, the Company has a broad portfolio of products and brands like Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair®. Some of the key factors influencing our business are customer demand for our products; the ability to maintain and grow relationships with customers and introduce new and innovative products to the marketplace; accessibility of international markets; market prices for our products; the cost and availability of live cattle and hogs, raw materials and feed ingredients; and operating efficiencies of our facilities.

We operate in four reportable segments: Beef, Pork, Chicken and Prepared Foods. Other primarily includes our foreign production operations in Australia, China, South Korea, Malaysia, and Thailand, third-party merger and integration costs and corporate overhead related to Tyson New Ventures, LLC.

We also process live fed cattle and hogs and fabricate dressed beef and pork carcasses into primal and sub primal meat cuts, case ready beef and pork and fully-cooked meats. In addition, we derive value from allied products such as hides and variety meats sold to further processors and others.

We produce a wide range of fresh, value-added, frozen and refrigerated food products. Our products are marketed and sold primarily by our sales staff to grocery retailers, grocery wholesalers, meat distributors, warehouse club stores, military commissaries, industrial food processing companies, chain restaurants or their distributors, live markets, international export companies and domestic distributors who serve restaurants, foodservice operations such as plant and school cafeterias, convenience stores, hospitals and other vendors. Additionally, sales to the military and a portion of sales to international markets are made through independent brokers and trading companies.

RECENT DEVELOPMENTS

On November 29, 2018, we entered into a 364-Day Term Loan Agreement (the "364-Day Term Loan Agreement") with the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent. The 364-Day Term Loan Agreement provides for total term loan commitments in an aggregate principal amount of \$1.8 billion. The 364-Day Term Loan Agreement was used to finance a portion of our acquisition of 100% of the outstanding shares of common stock, par value \$0.01 per share, of MFG (USA) Holdings, Inc. and all of the issued and outstanding shares of McKey Luxembourg Holdings S.à.r.l. (the "Keystone Acquisition"). Borrowings under the 364-Day Term Loan Agreement are unsecured and will mature 364 days after the date on which lenders became obligated to make initial loans under the 364-Day Term Loan Agreement. Borrowings under the 364-Day Term Loan Agreement bear interest at a rate per annum equal to, at our option, (i) the highest of (a) the prime rate of Morgan Stanley Senior Funding, Inc., (b) the Federal Reserve Bank of New York Rate

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(NYFRB Rate as defined in the 364-Day Term Loan Agreement) plus 0.5% and (c) a rate based on certain rates offered for U.S. dollar deposits in the London interbank market (the Eurocurrency Rate) plus 1.0% per annum, or (ii) the Eurocurrency Rate, in each case plus an applicable spread that will depend on the credit ratings by each of S&P, Moody's and Fitch of the Company, as set forth in the 364-Day Term Loan Agreement. Each lender under the 364-Day Term Loan Agreement is entitled to a duration fee in an amount equal to 0.25% of the aggregate outstanding principal amount of the loan of such lender on the date that is 180 days after the borrowing date. The 364-Day Term Loan Agreement is expected to be repaid in full with the proceeds from this offering as described under Use of Proceeds. For additional information regarding the 364-Day Term Loan Agreement, please see our Current Report on Form 8-K as filed by us on November 30, 2018 and incorporated herein by reference.

In accordance with the terms of the Share Purchase Agreement, dated August 17, 2018, among us, Keystone Foods Holdings Limited, and Marfrig Global Foods S.A., filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company on August 23, 2018 and incorporated herein by reference (the Acquisition Agreement), on November 30, 2018, we completed the Keystone Acquisition. The aggregate consideration required to complete the Keystone Acquisition was \$2.3 billion in cash, subject to certain adjustments. We obtained the funds necessary to fund the Keystone Acquisition through proceeds from the 364-Day Term Loan Agreement and our commercial paper program, together with cash on hand. The results from operations of this business are included in the Chicken segment and Other.

On February 6, 2019, we announced we had reached a definitive agreement to acquire the Thai and European operations of BRF S.A. for \$340 million in cash, subject to certain adjustments (the BRF Acquisition). This acquisition builds on our growth strategy to expand offerings of value-added protein in global markets. The transaction is expected to close before the end of our fiscal third quarter 2019 and is subject to customary closing conditions, including regulatory approvals; however, there can be no assurance that the acquisition will close at such time. We expect the operations results will be included in Other for segment presentation.

CORPORATE INFORMATION

Tyson Foods, Inc. commenced business in 1935, was incorporated in Arkansas in 1947, and was reincorporated in Delaware in 1986.

Our principal executive offices are located at 2200 West Don Tyson Parkway, Springdale, Arkansas 72762-6999. Our telephone number is (479) 290-4000. Our website is www.tysonfoods.com. Information on or accessible through our website is not part of this prospectus supplement.

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Issuer	Tyson Foods, Inc., a Delaware corporation
Notes Offered	<p>\$ aggregate principal amount of % Senior Notes due 20 (the 20 notes)</p> <p>\$ aggregate principal amount of % Senior Notes due 20 (the 20 notes)</p> <p>\$ aggregate principal amount of 5.100% Senior Notes due 2048 (the 2048 notes)</p>
Maturity	<p>The 20 notes will mature on and the 20 notes will mature on , in each case unless earlier redeemed by us, as described below.</p> <p>The 2048 notes will mature on September 28, 2048, unless earlier redeemed by us, as described below.</p>
Interest Payment Dates	<p>We will pay interest on the 20 notes and 20 notes semiannually on and of each year, or the first business day thereafter if such day is not a business day, commencing on , 2019.</p> <p>We will pay interest on the 2048 notes on March 28 and September 28, beginning on March 28, 2019.</p>
Interest Rate	<p>For the 20 notes: % per annum.</p> <p>For the 20 notes: % per annum.</p> <p>For the 2048 notes: 5.100% per annum. The interest payment to be made on March 28, 2019 with respect to the 2048 notes will include accrued interest from and including September 28, 2018, equal to \$.</p>
Ranking	<p>The notes will be our senior unsecured obligations, and will rank equally with all our future senior unsecured indebtedness, including all other senior notes issued under the indenture, from time to time outstanding. The indenture provides for the issuance from time to time of senior unsecured indebtedness by us in an unlimited amount. The notes will be effectively subordinated to any of our future secured debt, to the extent of the value of the collateral securing such debt, and will be structurally subordinated to all existing and future obligations of our subsidiaries.</p> <p>As of December 29, 2018, prior to giving effect to this offering, the Company and its consolidated subsidiaries had outstanding, on a consolidated basis, \$11,992 million of total debt. We intend to use the net proceeds from this offering (i) to repay</p>

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	amounts outstanding under our 364-Day Term Loan Agreement and commercial paper obligations, the proceeds of which were used together with cash on hand to fund the Keystone Acquisition, and (ii) to fund all or a portion of the purchase price for the BRF Acquisition.
Optional Redemption	We may redeem some or all of the notes at any time prior to maturity at the redemption prices described in this prospectus supplement under Description of the Notes Optional Redemption.
Change of Control Offer	If a Change of Control Triggering Event (as defined in Description of the Notes Change of Control) occurs with respect to a series of notes, we will be required, unless we have exercised our option to redeem the notes of such series, to offer to purchase the notes of such series at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of purchase. See Description of the Notes Change of Control.
Certain Covenants	The indenture governing the notes contains certain covenants. See Description of the Notes Certain Covenants in this prospectus supplement and Description of Debt Securities Certain Covenants in the accompanying prospectus.
Form and Denomination	Each series of notes will be issued in fully registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
DTC Eligibility	The notes will be represented by global certificates deposited with, or on behalf of, The Depository Trust Company, which we refer to as DTC, or its nominee. See Description of the Notes Book-Entry System.
Use of Proceeds	We estimate that the net proceeds from this offering, after deducting underwriting discounts and commissions and estimated offering expenses, will be approximately \$ million. We intend to use the net proceeds from this offering (i) to repay amounts outstanding under our 364-Day Term Loan Agreement and commercial paper obligations, the proceeds of which were used together with cash on hand to fund the Keystone Acquisition, and (ii) to fund all or a portion of the purchase price for the BRF Acquisition. We may, however, use a portion of the proceeds to pay down certain other outstanding debt and/or for general corporate purposes. See Use of Proceeds.

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Conflicts of Interest	Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., RBC Capital Markets, LLC and Goldman Sachs & Co. LLC, underwriters in this offering, are lenders under our 364-Day Term Loan Agreement, and may receive at least 5% of the net proceeds of this offering in connection with the repayment of amounts outstanding under our 364-Day Term Loan Agreement. See Use of Proceeds. Accordingly, this offering is being made in compliance with the requirements of the Financial Industry Regulatory Authority Rule 5121 (Rule 5121). Because the notes to be offered will be rated investment grade, pursuant to Rule 5121, the appointment of a qualified independent underwriter is not necessary. Underwriters subject to Rule 5121 will not confirm sales of the notes to any account over which they exercise discretionary authority without the prior written approval of the customer. See Underwriting (Conflicts of Interest) Conflicts of Interest.
No Listing of the Notes	We do not intend to apply to list the notes on any securities exchange or to have the notes quoted on any automated quotation system.
Governing Law	New York law.
Trustee, Registrar and Paying Agent	The Bank of New York Mellon Trust Company, N.A.
Risk Factors	See Risk Factors beginning on page S-8 of this prospectus supplement and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in the notes.

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The following table presents our summary historical consolidated financial data. The summary historical consolidated financial information is derived from the financial statements we have incorporated by reference into this prospectus supplement and the accompanying prospectus.

You should read the summary historical consolidated financial together with Management's Discussion and Analysis of Financial Condition and Results of Operations, our historical consolidated and unaudited condensed consolidated financial statements and the related notes incorporated by reference into this prospectus supplement and the accompanying prospectus. See Where You Can Find More Information in this prospectus supplement.

	Fiscal Year Ended			Three Months Ended	
	September 29, 2018	September 30, 2017	October 1, 2016	December 29, 2018	December 30, 2017
	(in millions, except per share data)				
Condensed Consolidated Statements of Income:					
Sales	\$ 40,052	\$ 38,260	\$ 36,881	\$ 10,193	\$ 10,229
Cost of sales	34,926	33,177	32,184	8,838	8,786
Gross profit	5,126	5,083	4,697	1,355	1,443
Selling, general and administrative expenses	2,071	2,152	1,864	548	521
Operating income	3,055	2,931	2,833	807	922
Other (income) expense:					
Interest income	(7)	(7)	(6)	(2)	(2)
Interest expense	350	279	249	99	88
Other, net	(33)	31	(8)	(3)	(6)
Total other (income) expense	310	303	235	94	80
Income before income taxes	2,745	2,628	2,598	713	842
Income tax expense (benefit)	(282)	850	826	161	(790)
Net Income	3,027	1,778	1,772	552	1,632
Less: Net income attributable to noncontrolling interests	3	4	4	1	1
Net income attributable to Tyson	\$ 3,024	\$ 1,774	\$ 1,768	\$ 551	\$ 1,631
Weighted average shares outstanding:					
Class A basic	295	296	315	294	296
Class B basic	70	70	70	70	70
Diluted	369	370	390	366	371

Net income per share attributable to**Tyson:**

Class A basic	\$ 8.44	\$ 4.94	\$ 4.67	\$ 1.54	\$ 4.54
Class B basic	\$ 7.59	\$ 4.45	\$ 4.24	\$ 1.39	\$ 4.09
Diluted	\$ 8.19	\$ 4.79	\$ 4.53	\$ 1.50	\$ 4.40

Other Financial Data:

Cash provided by operating activities	\$ 2,963	\$ 2,599	\$ 2,716	\$ 868	\$ 1,126
Depreciation and amortization	943	761	705	250	229
Capital expenditures	1,200	1,069	695	318	296

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