

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

GOLD KIST INC.

(Name of Subject Company)

PROTEIN ACQUISITION CORPORATION
PILGRIM'S PRIDE CORPORATION

(Names of Filing Persons—Offerors)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

380614107

(CUSIP Number of Class of Securities)

Richard A. Cogdill
Pilgrim's Pride Corporation
4845 US Highway 271 North
Pittsburg TX 75686-0093
(903) 434-1000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Alan G. Harvey
Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas TX 75201

CALCULATION OF FILING FEE

Transaction Valuation*

\$1,060,016,120

Amount of Filing Fee**

\$113,422.00

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by the sum of (i) the 51,036,806 outstanding shares of Common Stock as of August 9, 2006 (according to the Quarterly Report on Form 10-Q for the period ended July 1, 2006 filed by Gold Kist Inc.), and (ii) the 1,964,000 shares of Common Stock subject to outstanding grants and awards under Gold Kist Inc. share-based compensation plans (according to the Report on Form 10-Q for the period ended July 1, 2006 filed by Gold Kist Inc.).

** Calculated as 0.0107% of the transaction value.

Check the 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: _____

Filing Party: _____

Form or Registration No.: _____

Date Filed: _____

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

Check the appropriate boxes 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:

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on September 29, 2006 (as so amended, the "Schedule TO") by Protein Acquisition Corporation, a Delaware corporation ("Purchaser") and Pilgrim's Pride Corporation, a Delaware Corporation ("Parent") and owner of all of the outstanding common stock of Purchaser. The Schedule TO relates to the offer by Purchaser to purchase all the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Gold Kist Inc., a Delaware corporation (the "Company"), and the associated common stock Series A Junior Participating Preferred Stock purchase rights (the "Rights," and together with the Common Stock, the "Shares") issued pursuant to the Stockholder Protection Rights Agreement, dated as of July 9, 2004, between the Company and Sun Trust Bank, as Rights Agent (the "Rights Agreement"), for \$20.00 per Share, net to the seller in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 29, 2006. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

Section 15, "Certain Legal Matters and Regulatory Approvals," of the Offer to Purchase is hereby amended and supplemented as follows:

The first sentence of the second paragraph under the caption "Antitrust" in Section 15 of the Offer to Purchase is amended and restated as follows:

"Pursuant to the HSR Act, on September 29, 2006, Parent filed a Premerger Notification and Report Form in connection with the purchase of Shares pursuant to the Offer with the Antitrust Division and the FTC. If not earlier terminated by, or extended by a request from, the FTC and the Antitrust Division, the 15-calendar day waiting period will expire at 11:59 p.m., New York City time, on October 15, 2006."

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of Exhibit (a)(22) and, as so amended, is restated as follows:

Item 12. Material to Be Filed as Exhibits.

- (a)(1) Offer to Purchase dated September 29, 2006.
- (a)(2) Form of Letter of Transmittal.
- (a)(3) Form of Notice of Guaranteed Delivery.
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(5) Form of Letter to Clients.
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(7) Summary Advertisement as published in The Wall Street Journal on September 29, 2006.
- (a)(8) Press Release announcing Parent's intention to commence the Offer issued by Parent on September 28, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(9) Letter dated September 28, 2006 from Parent to the Board of Directors of the Company (included in Exhibit (a)(8)).

- (a)(10) Letter dated September 28, 2006 to employees of Parent (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(11) Letter dated September 28, 2006 to customers of Parent (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(12) Letter dated September 28, 2006 to Parent growers (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(13) Tender Offer FAQs (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(14) Frequently Asked Questions for Pilgrim's Pride Employees (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(15) Press release issued by Parent on September 28, 2006 announcing Parent's intention to commence the Offer to Purchase Gold Kist 10¹/₄% Senior Notes due March 15, 2014 and related Consent Solicitation (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(16) Press release issued by Parent on August 18, 2006 (previously filed on August 18, 2006 pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 (the "Exchange Act") and refiled on August 24, 2006 pursuant to Rule 425 under the Securities Act of 1933 (the "Securities Act") and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(17) Pilgrim's Pride Corporation's Proposal for Gold Kist Inc. Frequently Asked Questions (FAQs) dated August 21, 2006 (previously filed on August 21, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(18) Investor Presentation dated August 21, 2006 (previously filed on August 21, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(19) Letter dated August 18, 2006 from Parent to the Company regarding the stockholder proposal provided by O.B. Goolsby, Jr., to the Company (previously filed on August 22, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(20) Letter dated August 30, 2006 from Parent to the Company.
- (a)(21) Letter dated September 20, 2006 from Parent to the Company.
- (a)(22) Press Release issued by Parent on September 29, 2006 announcing commencement of the Offer to Purchase the Company's 10¹/₄% Senior Notes due March 15, 2014 and related Consent Solicitation.
- (b)(1) Credit Agreement by and among CoBank ACB, Agriland FCS and the Company dated as of September 21, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (b)(2) Pilgrim's Pride Corporation \$450,000,000 Senior Unsecured Increasing Rate Bridge Facility Commitment Letter from Lehman Brothers to the Company dated September 27, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (d) None.
- (g) None.
- (h) None.

SIGNATURES

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.

Dated: September 29, 2006

PROTEIN ACQUISITION CORPORATION

By: _____ /s/ RICHARD A. COGDILL
Name: Richard A. Cogdill
Title: Executive Vice President, Chief Financial Officer, Secretary and Treasurer

PILGRIM'S PRIDE CORPORATION

By: _____ /s/ RICHARD A. COGDILL
Name: Richard A. Cogdill
Title: Executive Vice President, Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

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- (d) None.
- (g) None.
- (h) None.

FOR IMMEDIATE RELEASE

Pilgrim's Pride Commences Cash Tender Offer for Gold Kist's 10¹/₄% Senior Notes due 2014

Pittsburg, TX. September 29, 2006 — Pilgrim's Pride Corporation (NYSE: PPC) today announced that it has commenced a cash tender offer to purchase all of Gold Kist Inc.'s (NASDAQ: GKIS) outstanding 10¹/₄% Senior Notes due March 15, 2014, on the terms and subject to the conditions set forth in its Offer to Purchase and Consent Solicitation Statement, dated September 29, 2006, and the related Consent and Letter of Transmittal. The tender offer is being conducted in connection with Pilgrim's Pride's equity tender offer to purchase all of the outstanding shares of Gold Kist common stock for \$20 per share in cash.

In conjunction with the tender offer, Pilgrim's Pride is also seeking consents to certain proposed amendments to certain provisions of the indenture that governs the Notes. The purpose of the proposed amendments is to eliminate substantially all restrictive covenants, eliminate or modify certain events of default, and eliminate or modify certain other provisions of the indenture.

The tender offer will cover all of the outstanding Notes and will be made on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated September 29, 2006. Holders who desire to tender their Notes must consent to the proposed amendments, and holders may not deliver consents without tendering the related Notes. The tender offer is conditioned upon, among other things, (i) the receipt of consents from the holders of a majority in aggregate outstanding principal amount of the Notes, (ii) the execution by the trustee for the Notes, Gold Kist Inc. and its subsidiary guarantors of a supplemental indenture implementing the proposed amendments described in the offer to purchase, (iii) satisfaction of the conditions of the equity tender offer, and (iv) there not being any pending or threatened action, claim or proceeding that would reasonably be likely to prevent the transactions contemplated by the tender offer and consent solicitation or declare such transactions unlawful.

The consent period expires at 5:00 p.m., New York City time, on Friday, October 13, 2006 (the "Consent Date") unless extended by Pilgrim's Pride. The tender offer expires at midnight, New York City time, on Friday, October 27, 2006 (the "Expiration Date"), unless extended. Pilgrim's Pride reserves the right to extend, amend or terminate the tender offer and consent solicitation at any time. Notes and related consents may be withdrawn up to 5:00 p.m., New York City time, on the Consent Date, but not thereafter. Notes tendered and related consents delivered after 5:00 p.m., New York City time, on the Consent Date may not be withdrawn or revoked.

Holders who validly tender and do not withdraw Notes and deliver consents prior to 5:00 p.m., New York City time, on the Consent Date are eligible to receive the total consideration, which includes a consent payment of \$30.00 per \$1,000 principal amount of Notes. Holders who validly tender Notes after 5:00 p.m. on the Consent Date, but on or prior to the Expiration Date, will receive the tender consideration, which is the total consideration less the consent payment. In addition, holders who tender and do not withdraw their Notes in the tender offer will receive accrued and unpaid interest from the last interest payment date up to, but not including, the date payment is made for the Notes.

The total consideration for the Notes tendered and accepted for purchase pursuant to the tender offer will be determined as specified in the offer to purchase, on the basis of a yield to the first redemption date for the Notes equal to the sum of (i) the yield (based on the bid side price) of the 2⁵/₈% U.S. Treasury Security due March 15, 2009, as calculated by Lehman Brothers Inc. in accordance with standard market practice on the price determination date, as described in the offer to purchase, plus (ii) a fixed spread of 50 basis points.

Lehman Brothers Inc. is acting as dealer manager for the tender offer and as solicitation agent for the consent solicitation. Questions about the tender offer or the consent solicitation may be directed to Lehman Brothers Inc. at 1-800-438-3242 (toll free) or 1-212-528-7581 (collect). Requests for copies of the related documents may be directed to Innisfree M&A Incorporated, which has been appointed as the information agent for the tender offer and consent solicitation, at 1-877-687-1874 (toll free), or in writing at 501 Madison Avenue, 20th Floor, New York, New York 10022.

This announcement is not an offer to purchase, or a solicitation of an offer to purchase, or a solicitation of tenders or consents with respect to, any Notes. The tender offer and consent solicitation are being made solely pursuant to the offer to purchase.

Pilgrim's Pride Corporation

Pilgrim's Pride Corporation is the second-largest chicken producer in the United States and Mexico and the largest chicken producer in Puerto Rico. Pilgrim's Pride employs approximately 40,000 people and has major operations in Texas, Alabama, Arkansas, Georgia, Kentucky, Louisiana, North Carolina, Pennsylvania, Tennessee, Virginia, West Virginia, Mexico and Puerto Rico, with other facilities in Arizona, Florida, Iowa, Mississippi and Utah.

Pilgrim's Pride products are sold to foodservice, retail and frozen entree customers. The Company's primary distribution is through retailers, foodservice distributors and restaurants throughout the United States and Puerto Rico and in the Northern and Central regions of Mexico. For more information, please visit <http://www.pilgrimspride.com>.

Forward-Looking Statements:

Statements contained in this press release that state the intentions, plans, hopes, beliefs, anticipations, expectations or predictions of the future of Pilgrim's Pride Corporation and its management, including as to the expected benefits of the proposed transaction with Gold Kist, are forward-looking statements. It is important to note that the actual results could differ materially from those projected in such forward-looking statements. Factors that could cause actual results to differ materially from those projected in such forward-looking statements include: matters affecting the poultry industry generally, including fluctuations in the commodity prices of feed ingredients, chicken and turkey; additional outbreaks of avian influenza or other diseases, either in our own flocks or elsewhere, affecting our ability to conduct our operations and/or demand for our poultry products; contamination of our products, which has recently and can in the future lead to product liability claims and product recalls; exposure to risks related to product liability, product recalls, property damage and injuries to persons, for which insurance coverage is expensive, limited and potentially inadequate; changes in laws or regulations affecting our operations or the application thereof; competitive factors and pricing pressures or the loss of one or more of our largest customers; currency exchange rate fluctuations, trade barriers, exchange controls, expropriation and other risks associated with foreign operations; management of our cash resources, particularly in light of our leverage, and restrictions imposed by and as a result of, our leverage; inability to complete the proposed acquisition or effectively integrate Gold Kist's business or realize the associated cost savings and operating synergies currently anticipated; and the impact of uncertainties of litigation as well as other risks described under "Risk Factors" in our Annual Report on Form 10-K and subsequent filings with the Securities and Exchange Commission. Pilgrim's Pride Corporation undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Legal Information

This press release is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities of Gold Kist. Any offers to purchase or solicitation of offers to sell Gold Kist notes will be made only pursuant to the Offer to Purchase and Consent Solicitation Statement. Gold Kist noteholders are advised to read the Offer to Purchase and Consent Solicitation Statement, the related Consent and Letter of Transmittal and any other documents relating to the tender offer and consent solicitation in their entirety when they are distributed because they will contain important information. Gold Kist noteholders may obtain copies of these documents for free (when they become available) by calling Innisfree M&A Incorporated, the Information Agent for the offer, at 1-877-687-1874 (toll free from the U.S. and Canada).

Contacts:

Joele Frank / Steve Frankel

Joele Frank, Wilkinson Brimmer Katcher

212-355-4449