

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*
Final Amendment

MUELLER INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

624756102

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
65 East 55th Street
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 3, 1994

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)
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SCHEDULE 13D

CUSIP NO. 624756102

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

QUANTUM FUND N.V.

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. / /

3 SEC Use Only
4 Source of Funds*
Not applicable
5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6 Citizenship or Place of Organization

Netherlands Antilles

| | | |
|--|----|-------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*
/ /

13 Percent of Class Represented By Amount in Row (11)

0

14 Type of Reporting Person*

IV; CO

SCHEDULE 13D

CUSIP NO. 624756102

PAGE 3 OF 7 PAGES

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

GEORGE SOROS, doing business as a sole proprietorship
under the name Soros Fund Management

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. / /

3 SEC Use Only

4 Source of Funds*

Not applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) / /

6 Citizenship or Place of Organization

United States

| | | |
|--|----|-------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*

//

13 Percent of Class Represented By Amount in Row (11)

0

14 Type of Reporting Person*

IA; IN

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This Final Amendment (No. 8) to Schedule 13D relates to the shares (the "Shares") of Common Stock, par value \$.01 per share, issued by Mueller Industries, Inc., a Delaware corporation (the "Issuer"), whose principal executive office is located at 2959 North Rock Road, Wichita, Kansas 67226-1191. This Amendment amends the initial statement on Schedule 13D filed on January 7, 1991, as heretofore amended (the "Schedule 13D"), and is being filed by Quantum Fund N.V., a Netherlands Antilles corporation ("Quantum"), and Mr. George Soros, in his capacity as sole proprietor of an investment advisory firm conducting business under the name Soros Fund Management. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended supplementally as follows:

(a) As a result of the sale described in clause (c) below, as of the close of business on June 3, 1994, Quantum does not beneficially own any Shares.

(c) On June 3, 1994, Quantum sold 924,875 Shares to the Issuer in a private transaction at a price of \$28.00 per Share. Such transaction was authorized by unanimous approval of the Board of Directors of the Issuer and approved by the Chairman and Chief Executive Officer of the Issuer in accordance with the provisions of the Standstill Agreement.

(e) As of June 3, 1994, as a result of the sale described in clause (c) above, Quantum ceased to be the beneficial owner of any outstanding Shares.

ITEM 6. CONTRACTS, AGREEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended supplementally as follows:

In connection with the sale of the 924,875 Shares described in Item 5 above, the Standstill Agreement was terminated effective June 3, 1994. A copy of a letter agreement relating to such transaction and terminating the Standstill Agreement is attached hereto as Exhibit A.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(A) Letter Agreement dated June 3, 1994.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: June 3, 1994

QUANTUM FUND N.V.

By /s/ Sean C. Warren

Sean C. Warren
Attorney-in-Fact

GEORGE SOROS

By /s/ Sean C. Warren

Sean C. Warren
Attorney-in-Fact

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EXECUTIVE OFFICES

MUELLER
INDUSTRIES, INC.

June 3, 1994

Quantum Fund N.V.
c/o Mr. Gary Gladstein
Soros Fund Management
888 Seventh Avenue, Suite 3300
New York, New York 10106

Dear Sirs:

Mueller Industries, Inc. (the "Company") and Quantum Fund N.V. ("Quantum") are parties to a Standstill Agreement, dated July 1, 1993, which, among other things, prohibits Quantum from offering or selling common stock of the Company prior to December 31, 1994, except with the prior written consent of the Company's Chairman of the Board and Chief Executive Officer. Our consent has been requested to permit Quantum to sell 924,875 shares of the Company's common stock to the Company at a price of \$28.00 per share (the "Repurchase"). By this letter, Harvey L. Karp hereby confirms that he is Chairman of the Board and William O'Hagan hereby confirms that he is Chief Executive Officer, of the Company and that the Board of Directors of the Company has unanimously approved our consenting to, and we hereby consent to, the Repurchase as contemplated by such Standstill Agreement.

In connection with the Repurchase, the Company and Quantum hereby agree that such Standstill Agreement is terminated and of no further effect as of the date of this letter agreement.

Sincerely,

/s/ Harvey L. Karp

/s/ William O'Hagan

Harvey L. Karp
Chairman

William O'Hagan
Chief Executive Officer

Agreed as of the
date set forth above:

QUANTUM FUND N.V.

By: /s/ Sean C. Warren

Sean C. Warren
Attorney-in-fact

MUELLER INDUSTRIES, INC.

By: /s/ Harvey L. Karp

Harvey L. Karp
Chairman

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