

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1994-09-22**  
SEC Accession No. **0000917921-94-000007**

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### FILER

#### **SENSORMATIC ELECTRONICS CORP**

CIK: **88974** | IRS No.: **341024665** | State of Incorporation: **DE** | Fiscal Year End: **0531**  
Type: **424B3** | Act: **33** | File No.: **033-51957** | Film No.: **94550001**  
SIC: **3669** Communications equipment, nec

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SENSORMATIC ELECTRONICS CORPORATION

SUPPLEMENT NUMBER TWO TO PROSPECTUS DATED FEBRUARY 3, 1994

This supplement is a part of the Prospectus, dated February 3, 1994, relating to 4,500,000 shares of Common Stock, par value \$.01 per share, of Sensormatic Electronics Corporation issuable pursuant to acquisition transactions. Defined terms contained in this Supplement have the meanings assigned to them in the Prospectus.

SELLING STOCKHOLDERS

On July 22, 1994, the Company acquired all the outstanding common stock of Case Security Ltd. ("Case"). Case, which is based in St. Albans, England, purchases 35mm security cameras, closed-circuit television and other electronic security equipment and components from various suppliers and resells and installs security systems based on such equipment.

The purchase price of 5.8 million pounds sterling (\$9,111,800, which amount and other dollar amounts herein have been converted for convenience on the basis of 1.00 pound sterling = \$1.5710, the spot rate for the sale of dollars and the purchase of pounds sterling as quoted in London on September 19, 1994) was paid in the form of a 60-day note payable in cash or in Sensormatic Common Stock. As of the date hereof, 270,278 shares of Sensormatic Common Stock (the "Payment Date Shares") have been issued in payment of 5,793,500 pounds sterling (approximately \$9,101,590) of the principal balance of the note, the remainder of which was paid in cash. The former stockholders of Case (the "Selling Stockholders") intend to resell all of the Payment Date Shares received by them, pursuant to this Prospectus and the Registration Statement of which it is a part, during the Resale Period hereinafter referred to.

The Selling Stockholders, and the number of Payment Date Shares being sold for their account under this Prospectus, respectively, include Nefry Establishment, 135,139 shares; Charles Victor Syms, 30,406 shares; James Robert Rudgley, 23,649 shares; Marian Anne Rudgley, 23,649 shares; Alyson Louise Maria Syms, 18,439 shares; Cathy Simone Lucienne Syms, 13,513 shares; Simon Adrian Thomas Edgar, 2,252 shares; Clare Elizabeth Edgar, 4,504

shares; Ronald Norman Stean, 1,081 shares; and Jill Anita Stean, 2,027 shares. Messrs. Syms, Rudgley and Stean are directors of Case. Also included in the Selling Stockholders are approximately 20 additional employees of Case who are selling approximately 15,619 Payment Date Shares in the aggregate.

The Company has guaranteed that the aggregate net proceeds of sale of Payment Date Shares sold by Selling Stockholders during the period of five trading days following their issuance (subject to extension) (the "Resale Period") will not be less than 21.44 pounds sterling (\$33.675) per share, the valuation used for purposes of their issuance, times the number of shares sold during such period, and the Company will make up any shortfall (including any shortfall attributable to brokers' commissions and selling expenses) by issuing additional Shares under this Prospectus or in cash. The resale by the Selling Stockholders of any such additional Shares would also be covered by this Prospectus.

The date of this Supplement is September 20, 1994.