

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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PAINWEBBER EQUITY TRUST GROWTH STOCK SERIES 12

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Business Address
*1285 AVE OF THE AMERICAS
C/O PAINWEBBER INC
NEW YORK NY 10019*

PROSPECTUS SUPPLEMENT

Dated March 1, 1994

This prospectus supplement dated March 1, 1994 modifies the prospectus for PaineWebber Equity Trust Growth Stock Series 12 (the Information Highway Portfolio) (the "Trust") dated September 21, 1993.

Paramount Communications, an issuer of one of the equity securities held by the Trust, has announced a merger with Viacom. Due to this merger, the Trust has tendered all of its Paramount shares to Viacom. Shortly after the close of Viacom's tender offer on March 1, 1994, the Trust will receive cash and securities in exchange for its Paramount shares. The Trustee will liquidate all such securities received and pay all of the cash proceeds as a principal distribution to all Unitholders of record as of March 1, 1994.