

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

ZENITH ELECTRONICS CORP

CIK: [109265](#) | IRS No.: [361996520](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-04115](#) | Film No.: [96620682](#)
SIC: **3651** Household audio & video equipment

Mailing Address
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GLENVIEW IL 60025

Business Address
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7083917000

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest
event reported):

August 22, 1996

Zenith Electronics Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or jurisdiction
of incorporation)

1-4115

(Commission File
Number)

36-1996520

(IRS Employer
Identification No.)

1000 Milwaukee Avenue
Glenview, Illinois

(Address of principal executive offices)

60025

(Zip Code)

Registrant's telephone number,
including area code

(847) 391-7000

Not applicable

(Former name or former address, if changed since last report)

Item 5. Other Events.

On August 22, 1996, the company announced that Americast, the programming venture of Ameritech Corporation, BellSouth Corporation, GTE Corporation, SBC Communications and The Walt Disney Company, has signed a non-exclusive contract for the purchase by subsidiaries of Ameritech, BellSouth, GTE and SBC of at least three million digital set-top boxes from the company for its "americast" home entertainment service. A press release announcing the foregoing is attached as an exhibit hereto and the full text of the press release is incorporated herein by reference.

On August 22, 1996, the company announced (i) that it plans to build a \$100 million state-of-the-art picture tube manufacturing facility in Woodridge, IL, and (ii) that it will invest \$80 million in its Melrose Park, IL, manufacturing facility to automate existing television picture tube production lines and to install a new line for computer display tubes. A press release announcing the foregoing is attached as an exhibit hereto and the full text of the press release is incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

Exhibit No.	Exhibit
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99a	Press Release dated August 22, 1996, regarding the Americast deal
99b	Press Release dated August 22, 1996, regarding the expansion plans

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ZENITH ELECTRONICS CORPORATION
(Registrant)

By: /s/ Richard F. Vitkus

Richard F. Vitkus
Senior Vice President, General
Counsel and Secretary

Date: August 26, 1996

EXHIBIT INDEX

Exhibit No.	Exhibit
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99a	Press Release dated August 22, 1996, regarding the Americast deal
99b	Press Release dated August 22, 1996, regarding the expansion plans

americast

FOR IMMEDIATE RELEASE
August 22, 1996

CONTACTS:

Americast
Jody Miller
(310) 234-1414

Zenith
John Taylor
(847) 391-8181

Hill and Knowlton
Petro Kacur/Tim Scerba
(213) 966-5753/5726

AMERICAST SELECTS ZENITH DIGITAL SET-TOP BOXES
FOR ITS americast HOME ENTERTAINMENT SERVICE

LOS ANGELES - Americast, the programming venture of Ameritech Corporation, BellSouth Corporation, GTE Corporation, SBC Corporation and the Walt Disney Company, has signed a non-exclusive contract for the purchase by subsidiaries of Ameritech, BellSouth, GTE and SBC of at least three million digital set-top boxes from Zenith Electronics Corporation for its americast (tm) home entertainment service.

Valued at more than \$1 billion, the contract to purchase the Zenith set-tops underscores the commitment of Americast and its partners to move forward aggressively to deliver innovative home entertainment to consumers, according to Stephen A. Weiswasser, Americast chief executive officer.

"Our partners have chosen a very versatile set of platforms that will give them flexibility in their offer of a broad range of services to the American people," Weiswasser commented. "These boxes not only match that diversity, but also will give us the opportunity to begin offering the next generation in home entertainment as early as 1997."

William G. Luehrs, president of the Zenith Network Systems Division, said that, with the Zenith boxes, Americast will be able to deploy four kinds of video networks - "wireless cable" (MMDS), hybrid fiber-coax, switched digital video (fiber to the curb) and direct broadcast satellite.

"Americast is the first home entertainment company currently requiring multiple delivery media from essentially the same box design. It brings a unique vision of the digital future, making this a very significant venture for Zenith and for the entire industry," Luehrs said. "By using interchangeable network interface modules, we're able to address various business and content-delivery models with a single, very cost-effective

digital set-top design." The digital set-top boxes are planned for production beginning in the first half of 1997.

Zenith Electronics Corporation, based in Glenview, Ill., has been a leader in electronics for more than 75 years. Zenith's core business -- Consumer Electronics and Network Systems -- is at the center of the company's digital strategy, which includes interactive television, Internet TVs, digital video disc players, digital and wireless cable, cable modems and HDTV systems.

Americast is the consortium of Ameritech Corporation, BellSouth Corporation, GTE Corporation, SBC Communications and The Walt Disney Company created to develop and market the next generation in home entertainment. Southern New England Telecommunications Corporation has signed a letter of intent under which the company would join Americast venture as a partner. The americast service is currently being introduced into selected markets across the United States. In addition to providing traditional entertainment services, Americast will offer innovative programming and develop such features as a proprietary program navigator, video-on-demand, home shopping and a variety of interactive services.

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NEWS

[LOGO]
From the Office of
THE GOVERNOR

FOR IMMEDIATE RELEASE
August 22, 1996

Contact: 217/782-1441
TDD: 800/785-6055
Fax: 217/524-3701

ZENITH TO EXPAND IN ILLINOIS

Chicago, ILL. -- Gov. Jim Edgar today joined Peter S. Willmott, Chief Executive Officer and President of Zenith Electronics Corporation, in announcing the company's plan to build a \$100 million state-of-the-art, picture tube manufacturing facility in Woodridge, creating about 280 full-time jobs.

The company also will invest \$80 million in its Melrose Park manufacturing facility to automate existing television picture tube production lines and to install a new line for computer display tubes (CDTs). The expansion and modernization program is expected to create 120 new jobs in the Melrose Park plant, where the company currently employs more than 2,800 workers.

"For nearly eight decades, Zenith has been an important member of the Illinois business community," the Governor said. "In that time, the company has grown to be a worldwide electronics leader that employs more than 4,000 workers in Illinois.

"Obviously, in choosing a location for this expansion, Zenith had many options, both in the U.S. and Mexico. Its decision to expand in Illinois proves once again that our state has the skilled workers, excellent infrastructure and positive business climate needed by companies growing for the future."

Willmott commended state and local authorities on their assistance in making the firm's expansion plan possible. "We at Zenith are proud of our reputation as an Illinois business leader, a reputation that no doubt will be enhanced by our new state-of-the-art operation in Woodridge," Willmott said. "We appreciate the tremendous assistance from the State of Illinois, Will County and the village on this important Zenith competitiveness initiative."

The new Woodridge facility will enable Zenith to add a new production line in Illinois to make 32- and 35-inch color picture tubes for digital and high-definition television sets. This, coupled with improvements in

the company's Melrose Park plant, will help Zenith be more competitive.

Both the Governor and Lt. Gov. Bob Kustra, the Governor's senior economic development advisor, met with Zenith officials as the company considered locations. Kustra said Illinois will provide job training assistance, road improvements and tax incentives to assist Zenith with the expansion.

"Our state is committed to helping businesses expand and grow in Illinois," Kustra said. "We have developed programs to build upon our excellent resources to ensure that Illinois remains the location of choice for tomorrow's business leaders."

Over the next 20 years, this designation is expected to save the company as much as \$19 million in tax credits, utility tax exemptions and sales tax exemptions.

The Department of Commerce and Community Affairs (DCCA) will provide up to \$600,000 in Industrial Training Program (ITP) grant funds over the next two years to assist the company in training its workers. In addition, the Illinois Department of Transportation (IDOT) will provide up to \$429,000 in Economic Development Program funds to finance 50 percent of the cost of construction of an access road from Internationale Parkway in Woodridge to the new Zenith site. The Village of Woodridge will also contribute to the road funding and will provide utility tax rebates to the company. Will County and Valley View School District #365 also have granted tax relief to Zenith.

The new Woodridge facility will include 325,000 square-feet of floor area on a 70-acre site. The Melrose Park plant is being expanded by 70,000 square-feet for the new CDT line. The modernization program there also will include automating various components of the existing picture tube manufacturing lines.

Zenith Electronics Corporation employs more than 15,000 workers worldwide, including 4,000 in Illinois. U.S. operations include the company's corporate headquarters and research center in Glenview, the Melrose Park color picture tube plant, and a printed circuit board fabrication plant in Chicago.

Construction is expected to be completed in 1997.

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