

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

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FILER

ZENITH ELECTRONICS CORP

CIK: **109265** | IRS No.: **361996520** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-60110** | Film No.: **94506103**
SIC: **3651** Household audio & video equipment

Mailing Address
1000 MILWAUKEE AVENUE
GLENVIEW IL 60025

Business Address
1000 MILWAUKEE AVE
GLENVIEW IL 60025
7083917000

PROSPECTUS SUPPLEMENT
(To Prospectus dated February 4, 1994)

377,000 Shares

ZENITH ELECTRONICS CORPORATION

Common Stock
(\$1.00 par value)

Pursuant to a Sales Agency Agreement dated October 18, 1993, (as amended on February 4, 1994) between Zenith Electronics Corporation (the "Company") and Kidder, Peabody & Co. Incorporated ("Kidder, Peabody"), the Company has sold, through Kidder, Peabody, as exclusive agent of the Company 377,000 shares of Common Stock pursuant to ordinary brokers' transactions on the New York Stock Exchange and/or the Chicago Stock Exchange.

Pricing Period: February 7, 1994

Common Stock sold: 12,000 Average Market Price Shares
365,000 Additional Shares
377,000 Total Shares sold

High and low sales prices of
Average Market Price Shares
sold during Pricing Period: \$ 9.375 \$ 8.50

Average Market Price: \$ 8.9375

Net Proceeds to Company
for Average Market Price Shares: \$ 101,083

Total Net Proceeds to Company: \$3,401,396

Compensation to Kidder, Peabody
for Average Market Price Shares: \$ 6,354

Total Compensation to Kidder,
Peabody: \$ 51,979

On February 7, 1994, the last reported sales price of the Common Stock on the New York Stock Exchange was \$9.00 per share.

The shares of Common Stock have been listed on the New York Stock Exchange.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is February 9, 1994

USE OF PROCEEDS

The net proceeds (\$3,401,396 before expenses) received by the Company from the sale of the 377,000 shares of Common Stock will be used to repay short-term borrowings and other amounts payable under the Company's Credit Agreement.