

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

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

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FILER

ZENITH ELECTRONICS CORP

CIK: **109265** | IRS No.: **361996520** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-52217** | Film No.: **94514115**
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 14, 1994)

785,800 Shares

ZENITH ELECTRONICS CORPORATION

Common Stock
(\$1.00 par value)

Pursuant to a Sales Agency Agreement dated February 15, 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, 785,800 shares of Common Stock pursuant to ordinary brokers' transactions on the New York Stock Exchange and/or the Chicago Stock Exchange.

The compensation to Kidder, Peabody with respect to the sales of Average Market Price Shares for this Pricing Period was computed on a weighted average basis (weighted in accordance with the number of Average Market Price Shares sold during each trading day). If the compensation to Kidder, Peabody had not been calculated on a weighted basis, the compensation to Kidder, Peabody with respect to the sales of Average Market Price Shares would have been \$44,599, representing an amount that is \$9,191 greater than the compensation actually paid to Kidder, Peabody; the right to such additional amount was waived by Kidder, Peabody.

Pricing Period: February 19, 1994 through February 23, 1994

Common Stock sold: 48,000 Average Market Price Shares
737,800 Additional Shares
785,800 Total Shares sold

High and low sales prices of
Average Market Price Shares
sold during Pricing Period: \$ 11.875 \$ 10.50

Average Market Price (weighted): \$ 11.484375

Net Proceeds to Company
for Average Market Price Shares: \$ 519,554

Total Net Proceeds to Company: \$ 8,600,654

Compensation to Kidder, Peabody

for Average Market Price Shares: \$ 35,408

Total Compensation to Kidder,
Peabody: \$ 194,858

On February 23, 1994, the last reported sales price of the Common Stock on the New York Stock Exchange was \$12.00 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 March 1, 1994

USE OF PROCEEDS

The net proceeds (\$8,600,654 before expenses) received by the Company from the sale of the 785,800 shares of Common Stock will be used to repay short-term borrowings and other amounts payable under the Company's Credit Agreement.